AFFIDAVIT

STATE OF GEORGIA)
) ss
COUNTY OF FULTON)

BEFORE ME, the undersigned Notary Public, personally came and appeared MICHAEL J. GILROY, who, being first duly sworn, deposes and says:

In conjunction with the preparation of this response to the Powell Road Landfill CERCLA 104 (e) Request For Information by MICHAEL J. GILROY on behalf of Respondent, The Coca-Cola Company, a diligent record search has been completed and there has been a diligent interviewing process with all present and former employees who may have knowledge of the operations, hazardous substance use, storage, treatment, releases, spills, disposal or handling practices of the Respondent between January 1, 1959 and December 31, 1985.

Michael J. Gilroy

Sworn to and subscribed before me
this 9th day of July, 1993.

Gail Teuscher
Notary Public

My commission expires:

GAIL TEUSCHER
Notary Public, Cobb County, Georgia
My Commission Expires April 28, 1996.

The Coca-Cola Company
COCA-COLA PLAZA
ATLANTA, GEORGIA

LEGAL DIVISION

ADDRESS REPLY TO
P. O. DRAWER 1734
ATLANTA, GA 30301
404 676-2121
OUR REFERENCE NO.

July 9, 1993

Catherine Garypie
Assistant Regional Counsel
Office of Regional Counsel
U.S. EPA
77 West Jackson CM-3T
Chicago, IL 60604

Re: Powell Road Landfill - Response to CERCLA 104(e) Request
Our Reference Number: 89527

Dear Ms. Garypie:

This letter acknowledges receipt of, and encloses our response to, the referenced 104(e) Request received by us on June 10, 1993.

By way of background, The Coca-Cola Company is a Delaware corporation doing business in the United States through its two principal operating divisions, Coca-Cola USA and Coca-Cola Foods. Coca-Cola Foods processes fruit juices and manufactures finished fruit juices and fruit juice drinks. Coca-Cola USA manufactures soft drink concentrates and syrups which it sells to authorized bottling and canning companies throughout the United States, who, in turn, combine the syrup with carbonated water (or the concentrate with carbonated water and sweetener) to make finished soft drink product for bottling or canning and sale to retail outlets[1].

There are, throughout the United States, hundreds of individual bottling companies which are authorized to purchase syrups and concentrates and manufacture the soft drink products of The Coca-Cola Company. Generally these bottlers are independent legal entities.[2] Because these independent bottlers frequently use the trademark COCA-COLA in their company name, they are often referred to as "Coca-Cola" both in oral speech and in informal written records. As a consequence The Coca-Cola Company is often mistakenly served with legal process relating to

---

[1]Syrups are also sold to authorized fountain wholesalers for resale for the ultimate use of fountain outlets.

[2]The Coca-Cola Company or a subsidiary thereof may have, from time to time, been the sole shareholder of individual bottling companies for varying periods of time.

activities which were, in fact, conducted by an independent bottler. As you will note from our enclosed response to the instant 104(e) request, we believe, on the basis of our investigations and on the basis of the waste characterization attributed to "Coca-Cola" in the OMI Report, that The Coca-Cola Company, Coca-Cola Foods and Coca-Cola USA have no connection with the Powell Road Landfill site.

Our responses to the instant request have been intensively researched within the time frame allowed by the 30 day response deadline. Our investigation has included both oral interviews with Company personnel and a review of Company records. The Coca-Cola Company has responded fully and to the best of its ability within the applicable time constraints. Furthermore, The Coca-Cola Company views its obligation to respond to the instant request as a continuing obligation; and it is continuing its investigation into the matters raised by the request. In the event that additional information responsive to any of the inquiries in the request should come to light, The Coca-Cola Company will provide a supplemental response.

In turn, we respectfully request copies of the transcripts of any interviews, and/or any other evidence, bearing on the association of any entity identified as "Coca-Cola" which currently is, or in the future comes to be, in the possession of the Environmental Protection Agency.

If you have any questions concerning our enclosed response, please direct them to me at the address shown above.

Sincerely,

Michael J. Gilroy
Senior Environmental Law Counsel

/mjg

Enclosures
[LE931810.074]

POWELL ROAD LANDFILL

HUBER HEIGHTS, OH

Response of The Coca-Cola Company to EPA's CERCLA 104(e) Request for Information[1]

1. The identity of the persons consulted in the preparation of this response are as follows:

Mr. Charles B. Alexander
Real Estate Acquisitions/Dispositions Administrator
The Coca-Cola Company
One Coca-Cola Plaza
Atlanta, GA 30313

Ms. Gretta Wray Burns
Underwriting Risk Manager
The Coca-Cola Company
One Coca-Cola Plaza
Atlanta, GA 30313

Ms. Jasmine Chang
Legal Assistant
The Coca-Cola Company
One Coca-Cola Plaza
Atlanta, GA 30313

Mr. Edge R. Farley
Claims Manager
The Coca-Cola Company
One Coca-Cola Plaza
Atlanta, GA 30313

Ms. Carol C. Hayes
Senior Finance Counsel and Assistant Secretary
The Coca-Cola Company
One Coca-Cola Plaza
Atlanta, GA 30313

Mr. Andrew P. Maness
Manager, Environmental Affairs
Coca-Cola USA
One Coca-Cola Plaza
Atlanta, GA 30313

Mr. Paul M. Mitchell
Tax Accounting and Audit Specialist
The Coca-Cola Company
One Coca-Cola Plaza
Atlanta, GA 30313

Mr. Jeffrey G. Simmons
Legal Counsel
Coca-Cola USA
One Coca-Cola Plaza
Atlanta, GA 30313

---

[1]Sources of information for each response are indicated by name only at the end of each response. Other identifying information for each such source is given in the response to Question 1.

Mr. Joseph W. Thesing, Jr.
Litigation Counsel
The Coca-Cola Company
One Coca-Cola Plaza
Atlanta, GA 30313

Mr. Doug Haasis
Plant Engineer
Coca-Cola Foods
260 North Eagle Street
Geneva, OH 44041

Mr. Tom Arnold
Warehouse Manager
Dayton Coca-Cola Bottling Co.
901 South Ludlow
Dayton, OH 45402

Mr. Edward R. Taylor
Manager, Environmental Affairs
Coca-Cola Foods
2000 St. James Place
Houston, TX 77056

Vail T. Thorne
Legal Counsel
Coca-Cola Foods
2000 St. James Place
Houston, TX 77056

2. Ms. Carol C. Hayes
The Coca-Cola Company
One Coca-Cola Plaza
Atlanta, GA 30313

Mr. Paul M. Mitchell
The Coca-Cola Company
One Coca-Cola Plaza
Atlanta, GA 30313

3. The Coca-Cola Company is a Delaware corporation doing business in the United States through its two principal operating divisions, Coca-Cola USA and Coca-Cola Foods. Coca-Cola Foods processes fruit juices and manufactures finished fruit juices and fruit juice drinks. Coca-Cola USA manufactures soft drink concentrates and syrups which it sells to authorized bottling and canning companies throughout the United States, who, in turn, combine the syrup with carbonated water (or the concentrate with carbonated water and sweetener) to make finished soft drink product for bottling or canning and sale to retail outlets. There are, throughout the United States, hundreds of individual bottling companies which are authorized to purchase syrups and concentrates and manufacture the soft drink products of The Coca-Cola Company. Generally these bottlers are independent legal entities. Because these independent bottlers frequently use the trademark COCA-COLA in their company name, they are often referred to as "Coca-Cola" both in oral speech and in informal written records. As a consequence The Coca-Cola Company is often mistakenly served with legal process relating to activities which were, in fact, conducted by an independent bottler. As you will note from our response to the remaining questions in this CERCLA 104(e) request, we believe, on the basis of our investigations and on the basis of the waste characterization attributed to "Coca-Cola" in the OMI Report, that Respondent, i.e., The

Coca-Cola Company, and its Divisions, Coca-Cola Foods and Coca-Cola USA, have no connection with the Powell Road Landfill site.

Respondent, as reflected in its response to Question 6, below, does not now own, and has not, during the period of time in question, owned, any facility within 70 miles of Huber Heights, Ohio. In addition, Respondent has reviewed the report entitled "POWELL ROAD LANDFILL - *INFORMATION OBTAINED FROM OMI REPORT:*" which EPA has kindly provided to Respondent by letter of June 16, 1993. Respondent has noted that the report identifies only "Coca-Cola" without further identifying information. In addition, Respondent has noted the report's characterization of waste from "Coca-Cola" as comprising "Broken bottles, gen'l, CO2 tanks, skids, pallets", wastes which are more typical of a soft drink bottling facility than of a facility of The Coca-Cola Company or its Divisions. Finally, Respondent notes that there has been an independent bottler, Dayton Coca-Cola, with facilities in operation throughout the period of time under consideration in at least three of the four Dayton metropolitan counties noted in Question 6.

In the course of conducting its investigation, Respondent contacted Mr. Tom Arnold, Warehouse Manager, for Dayton Coca-Cola, who expressed knowledge concerning the trash hauling practices of certain of the Dayton Coca-Cola facilities during certain periods of time within the overall period of time under consideration (1/1/59 to 12/31/85).

Dayton Coca-Cola is currently owned and operated by Coca-Cola Enterprises, Inc., One Coca-Cola Plaza, Atlanta, GA 30313. Coca-Cola Enterprises, Inc. is an independent corporation whose stock is publicly traded. The Coca-Cola Company has held as much as 49% of the outstanding stock in Coca-Cola Enterprises, and it currently holds approximately 43% of the outstanding stock in Coca-Cola Enterprises. The General Counsel of Coca-Cola Enterprises, Inc., to whom correspondence on this matter should be addressed, is Mr. Lowry F. Kline.

Sources: Charles B. Alexander, Jasmine Chang, Tom Arnold and Michael J. Gilroy .

4. The Coca-Cola Company and its Divisions, Coca-Cola USA and Coca-Cola Foods, own and operate production facilities in 12 states, and each of those facilities has an EPA Identification Number. The Coca-Cola Company stands ready to provide EPA with any or all of such ID Numbers; however, for the purposes of this response, we are providing those ID Numbers of facilities which we believe to be relevant to the present inquiry, i.e., those located in the state of Ohio. Respondent's closest production facility outside the State of Ohio during the time period in question was located in Valparaiso, IN, over 200 miles from Huber Heights. Please note that, to the best of Respondent's knowledge, information and belief, there were no facilities owned or operated by Respondent in the four Ohio counties noted in Question 6 during the 1/1/59 through 12/31/85 time period.

Coca-Cola Foods
260 North Eagle Street
Geneva, [Ashtabula County] Ohio 44041
EPA ID. No.

Coca-Cola USA
2455 Watkins Road
Columbus, [Franklin County] Ohio 43207
EPA ID. No. OHD 075039552

Coca-Cola USA
2351 New World Drive
Columbus, [Franklin County] Ohio 43707
EPA ID. No. OHD 987042058

Sources: Jeffrey G. Simmons, Edward R. Taylor and Vail T. Thorne

5. After diligent inquiry and to the best of its knowledge, information and belief, The Coca-Cola Company is unable to identify any persons of the type requested in this question.
Sources: _____

6. After diligent inquiry and to the best of its knowledge, information and belief, The Coca-Cola Company is unable to identify any facility of the type requested in this question.
Sources: _____

7. After diligent inquiry and to the best of its knowledge, information and belief, The Coca-Cola Company is unable to identify any persons of the type requested in this question.
Sources: _____

8. The Coca-Cola Company and its domestic soft drink Division, Coca-Cola USA, purchases flavorings, acidulants, colorants, preservatives, emulsifiers, and various other FDA - approved food ingredients which it blends together in various proportions to manufacture concentrates and syrups for its various soft drink products. These concentrates and syrups are sold to authorized bottlers for their use in preparing finished soft drinks for sale to retail outlets. Coca-Cola Foods processes fruit to prepare both single strength and concentrated fruit juices and, using internally prepared and externally purchased juices, to prepare fruit juice drinks. Several of the ingredients used in the production of soft drink and fruit juice products would qualify as "hazardous substances" under applicable definitions of either "corrosive" or "ignitable". Other chemicals used in the maintenance and repair of The Coca-Cola Company's fleet of transport vehicles at various facilities might also qualify as either

listed or characteristic hazardous wastes. Finally, various other chemical substances utilized by Quality Assurance Laboratories at individual production facilities, as well as maintenance, sanitizing and pest control chemicals utilized at those facilities might qualify as "hazardous substances". **As noted above, no such production facilities are located within the four counties mentioned in Question 6. In addition, the closest production facility of Coca-Cola USA is located in Columbus, OH, approximately 72 miles from Huber Heights, OH; and the closest production facility of Coca-Cola Foods is located in Geneva, OH, approximately 200 miles from Huber Heights, OH.**

a. Chemical types used include acids (phosphoric and citric), bases (sodium hydroxide) and flammables (ethyl alcohol, natural flavor oils and extracts). Some substances are solids at room temperature (e.g. citric acid) and some are liquid (e.g. sulfite ammonia caramel).

b. Literally hundreds of suppliers would have supplied individual facilities with individual chemicals during the 1959-1985 time period specified.

c. The various substances would have been used as noted in the introduction to this answer, i.e., as ingredients in products, as reagents in laboratory procedures, as maintenance or repair chemicals and/or as sanitizing chemicals. They would have been purchased from large national concerns, some under nation-wide supply contracts, all the way down to small suppliers located in the same city as the facility. To the extent these chemicals became waste, they would have been generated during the course of the manufacturing, maintenance, repair, quality assurance or sanitizing operation in which they were used. Storage would be segregated by ultimate use (e.g. food ingredients stored away from maintenance chemicals) and by health and safety considerations (e.g., some in cold storage and some in room temperature storage). To the best of Respondent's information and belief, none of Respondent's facilities conduct on-site treatment of hazardous substances. Transportation and disposal of wastes would typically be handled by outside contractors and/or the municipal trash hauling service.

d. Hazardous substances of the type described would have been utilized throughout the period in question.

e. As noted above, such substances would have been used at production and/or fleet maintenance facilities of The Coca-Cola Company, Coca-Cola USA and Coca-Cola Foods. **All such facilities were or are located more than 70 miles from the Powell Road Landfill in Huber Heights, Ohio.**

f. The quantities of individual hazardous substances used, purchased, etc., during the period of time in question varies from substantial (for soft drink ingredients used in the preparation of syrups and concentrates) to relatively minor (for little used quality assurance laboratory chemicals). No reliable estimate could be made in the 30

days provided for the preparation of this response. Disposal of such chemicals during the period of time in question, simply by reviewing the chemicals in question, was by municipal sewage treatment via the facility sanitary sewer.

Sources: _____

9. To the best of Respondent's knowledge, information and belief, neither Respondent nor any other person working with Respondent or on Respondent's behalf accepted waste materials for transportation to the Site from any person between January 1, 1959 and December 31, 1985. Sources: _____

10. To the best of Respondent's knowledge, information and belief, Respondent neither arranged for disposal or treatment, nor arranged for transportation for disposal or treatment, of waste materials of any type at or to the Site between 1/1/59 and 12/31/85.
To the best of Respondent's knowledge, information and belief, Respondent has no information which would be responsive to the questions raised in subparagraphs a. through q. of this Question 10. Sources: _____

11. Respondent has had, between "1959 and the present", substantial numbers of insurance policies covering its facilities throughout the United States. In consideration of the substantial burden which the identification, copying, compiling and summarizing and/or submission would impose upon Respondent, Respondent requested that it be permitted to defer identification of all such policies as requested in this Question 11 pending a further request from EPA. Per the agreement reached by telephonic communication with Ms. Catherine Garypie, Respondent will defer such identification. It is emphasized that Respondent stands ready to identify any and all such policies, and provide related information, which EPA requests and that the deferral requested by Respondent and granted by Ms. Garypie is solely a matter of convenience. Sources: _____

12. Respondent has, "in the last three years", submitted income tax returns to the Federal Internal Revenue Service which are of significant volume and complexity. In consideration of the substantial burden which the copying, compiling and submitting such tax returns would impose upon Respondent, Respondent requested in a telephonic communication with Ms. Catherine Garypie that it be permitted to submit (in triplicate, as requested) copies of its Annual Report. Respondent appreciates the granting of this request by Ms. Garypie. It is emphasized that Respondent stands ready to produce all such tax returns, and provide related information, which EPA requests and that the deferral requested by Respondent and granted by Ms. Garypie is solely a matter of convenience. Sources: Carol C. Hayes and Paul M. Mitchell.

13. All documents responsive to this Question 13 are attached. Sources: Carol C. Hayes and Paul M. Mitchell.

14. Respondent is not a Partnership, and, therefore, no Partnership Agreement is attached. Sources: Carol C. Hayes

15. Respondent is not a Trust; and, therefore, none of the enumerated documents is attached. Sources: Carol C. Hayes

16. Respondent is not a business association or a joint venture or other similar business organization; and, therefore, none of the enumerated documents is attached. Sources: Carol C. Hayes

17. All future correspondence on this matter should be sent to:

Michael J. Gilroy, Esq.
Senior Environmental Law Counsel
The Coca-Cola Company
One Coca-Cola Plaza
Atlanta, GA 30313
[Office: 404/676-3207]
[Facsimile: 404/676-7636]

with a copy to:

Robert A. Boas
Senior Litigation Counsel
The Coca-Cola Company
One Coca-Cola Plaza
Atlanta, GA 30313
[Office: 404/676-4016]
[Facsimile: 404/676-7636]

POWELL ROAD LANDFILL

HUBER HEIGHTS, OH

Response of The Coca-Cola Company to EPA's CERCLA 104(e) Request for Information[1]

1. The identity of the persons consulted in the preparation of this response are as follows:

Mr. Charles B. Alexander
Real Estate Acquisitions/Dispositions Administrator
The Coca-Cola Company
One Coca-Cola Plaza
Atlanta, GA 30313

Ms. Gretta Wray Burns
Underwriting Risk Manager
The Coca-Cola Company
One Coca-Cola Plaza
Atlanta, GA 30313

Ms. Jasmine Chang
Legal Assistant
The Coca-Cola Company
One Coca-Cola Plaza
Atlanta, GA 30313

Mr. Edge R. Farley
Claims Manager
The Coca-Cola Company
One Coca-Cola Plaza
Atlanta, GA 30313

Ms. Carol C. Hayes
Senior Finance Counsel and Assistant Secretary
The Coca-Cola Company
One Coca-Cola Plaza
Atlanta, GA 30313

Mr. Andrew P. Maness
Manager, Environmental Affairs
Coca-Cola USA
One Coca-Cola Plaza
Atlanta, GA 30313

Mr. Paul M. Mitchell
Tax Accounting and Audit Specialist
The Coca-Cola Company
One Coca-Cola Plaza
Atlanta, GA 30313

Mr. Jeffrey G. Simmons
Legal Counsel
Coca-Cola USA
One Coca-Cola Plaza
Atlanta, GA 30313

---

[1]Sources of information for each response are indicated by name only at the end of each response. Other identifying information for each such source is given in the response to Question 1.

Mr. Joseph W. Thesing, Jr.
Litigation Counsel
The Coca-Cola Company
One Coca-Cola Plaza
Atlanta, GA 30313

Mr. Doug Haasis
Plant Engineer
Coca-Cola Foods
260 North Eagle Street
Geneva, OH 44041

Mr. Tom Arnold
Warehouse Manager
Dayton Coca-Cola Bottling Co.
901 South Ludlow
Dayton, OH 45402

Mr. Edward R. Taylor
Manager, Environmental Affairs
Coca-Cola Foods
2000 St. James Place
Houston, TX 77056

Vail T. Thorne
Legal Counsel
Coca-Cola Foods
2000 St. James Place
Houston, TX 77056

2. Ms. Carol C. Hayes
The Coca-Cola Company
One Coca-Cola Plaza
Atlanta, GA 30313

Mr. Paul M. Mitchell
The Coca-Cola Company
One Coca-Cola Plaza
Atlanta, GA 30313

3. The Coca-Cola Company is a Delaware corporation doing business in the United States through its two principal operating divisions, Coca-Cola USA and Coca-Cola Foods. Coca-Cola Foods processes fruit juices and manufactures finished fruit juices and fruit juice drinks. Coca-Cola USA manufactures soft drink concentrates and syrups which it sells to authorized bottling and canning companies throughout the United States, who, in turn, combine the syrup with carbonated water (or the concentrate with carbonated water and sweetener) to make finished soft drink product for bottling or canning and sale to retail outlets. There are, throughout the United States, hundreds of individual bottling companies which are authorized to purchase syrups and concentrates and manufacture the soft drink products of The Coca-Cola Company. Generally these bottlers are independent legal entities. Because these independent bottlers frequently use the trademark COCA-COLA in their company name, they are often referred to as "Coca-Cola" both in oral speech and in informal written records. As a consequence The Coca-Cola Company is often mistakenly served with legal process relating to activities which were, in fact, conducted by an independent bottler. As you will note from our response to the remaining questions in this CERCLA 104(e) request, we believe, on the basis of our investigations and on the basis of the waste characterization attributed to "Coca-Cola" in the OMI Report, that Respondent, i.e., The

Coca-Cola Company, and its Divisions, Coca-Cola Foods and Coca-Cola USA, have no connection with the Powell Road Landfill site.

Respondent, as reflected in its response to Question 6, below, does not now own, and has not, during the period of time in question, owned, any facility within 70 miles of Huber Heights, Ohio. In addition, Respondent has reviewed the report entitled "POWELL ROAD LANDFILL - *INFORMATION OBTAINED FROM OMI REPORT:*" which EPA has kindly provided to Respondent by letter of June 16, 1993. Respondent has noted that the report identifies only "Coca-Cola" without further identifying information. In addition, Respondent has noted the report's characterization of waste from "Coca-Cola" as comprising "Broken bottles, gen'l, CO2 tanks, skids, pallets", wastes which are more typical of a soft drink bottling facility than of a facility of The Coca-Cola Company or its Divisions. Finally, Respondent notes that there has been an independent bottler, Dayton Coca-Cola, with facilities in operation throughout the period of time under consideration in at least three of the four Dayton metropolitan counties noted in Question 6.

In the course of conducting its investigation, Respondent contacted Mr. Tom Arnold, Warehouse Manager, for Dayton Coca-Cola, who expressed knowledge concerning the trash hauling practices of certain of the Dayton Coca-Cola facilities during certain periods of time within the overall period of time under consideration (1/1/59 to 12/31/85).

Dayton Coca-Cola is currently owned and operated by Coca-Cola Enterprises, Inc., One Coca-Cola Plaza, Atlanta, GA 30313. Coca-Cola Enterprises, Inc. is an independent corporation whose stock is publicly traded. The Coca-Cola Company has held as much as 49% of the outstanding stock in Coca-Cola Enterprises, and it currently holds approximately 43% of the outstanding stock in Coca-Cola Enterprises. The General Counsel of Coca-Cola Enterprises, Inc., to whom correspondence on this matter should be addressed, is Mr. Lowry F. Kline.

Sources: Charles B. Alexander, Jasmine Chang, Tom Arnold and Michael J. Gilroy .

4. The Coca-Cola Company and its Divisions, Coca-Cola USA and Coca-Cola Foods, own and operate production facilities in 12 states, and each of those facilities has an EPA Identification Number. The Coca-Cola Company stands ready to provide EPA with any or all of such ID Numbers; however, for the purposes of this response, we are providing those ID Numbers of facilities which we believe to be relevant to the present inquiry, i.e., those located <u>in the state of Ohio</u>. Respondent's closest production facility <u>outside</u> the State of Ohio during the time period in question was located in Valparaiso, IN, over 200 miles from Huber Heights. Please note that, to the best of Respondent's knowledge, information and belief, there were <u>no</u> facilities owned or operated by Respondent in the four Ohio counties noted in Question 6 during the 1/1/59 through 12/31/85 time period.

Coca-Cola Foods
260 North Eagle Street
Geneva, [Ashtabula County] Ohio 44041
EPA ID. No.

Coca-Cola USA
2455 Watkins Road
Columbus, [Franklin County] Ohio 43207
EPA ID. No. OHD 075039552

Coca-Cola USA
2351 New World Drive
Columbus, [Franklin County] Ohio 43707
EPA ID. No. OHD 987042058

Sources: Jeffrey G. Simmons, Edward R. Taylor and Vail T. Thorne

5. After diligent inquiry and to the best of its knowledge, information and belief, The Coca-Cola Company is unable to identify any persons of the type requested in this question.
Sources: _____

6. After diligent inquiry and to the best of its knowledge, information and belief, The Coca-Cola Company is unable to identify any facility of the type requested in this question.
Sources: _____

7. After diligent inquiry and to the best of its knowledge, information and belief, The Coca-Cola Company is unable to identify any persons of the type requested in this question.
Sources: _____

8. The Coca-Cola Company and its domestic soft drink Division, Coca-Cola USA, purchases flavorings, acidulants, colorants, preservatives, emulsifiers, and various other FDA - approved food ingredients which it blends together in various proportions to manufacture concentrates and syrups for its various soft drink products. These concentrates and syrups are sold to authorized bottlers for their use in preparing finished soft drinks for sale to retail outlets. Coca-Cola Foods processes fruit to prepare both single strength and concentrated fruit juices and, using internally prepared and externally purchased juices, to prepare fruit juice drinks. Several of the ingredients used in the production of soft drink and fruit juice products would qualify as "hazardous substances" under applicable definitions of either "corrosive" or "ignitable". Other chemicals used in the maintenance and repair of The Coca-Cola Company's fleet of transport vehicles at various facilities might also qualify as either

listed or characteristic hazardous wastes. Finally, various other chemical substances utilized by Quality Assurance Laboratories at individual production facilities, as well as maintenance, sanitizing and pest control chemicals utilized at those facilities might qualify as "hazardous substances". **As noted above, no such production facilities are located within the four counties mentioned in Question 6. In addition, the closest production facility of Coca-Cola USA is located in Columbus, OH, approximately 72 miles from Huber Heights, OH; and the closest production facility of Coca-Cola Foods is located in Geneva, OH, approximately 200 miles from Huber Heights, OH.**

a. Chemical types used include acids (phosphoric and citric), bases (sodium hydroxide) and flammables (ethyl alcohol, natural flavor oils and extracts). Some substances are solids at room temperature (e.g. citric acid) and some are liquid (e.g. sulfite ammonia caramel).

b. Literally hundreds of suppliers would have supplied individual facilities with individual chemicals during the 1959-1985 time period specified.

c. The various substances would have been used as noted in the introduction to this answer, i.e., as ingredients in products, as reagents in laboratory procedures, as maintenance or repair chemicals and/or as sanitizing chemicals. They would have been purchased from large national concerns, some under nation-wide supply contracts, all the way down to small suppliers located in the same city as the facility. To the extent these chemicals became waste, they would have been generated during the course of the manufacturing, maintenance, repair, quality assurance or sanitizing operation in which they were used. Storage would be segregated by ultimate use (e.g. food ingredients stored away from maintenance chemicals) and by health and safety considerations (e.g., some in cold storage and some in room temperature storage). To the best of Respondent's information and belief, none of Respondent's facilities conduct on-site treatment of hazardous substances. Transportation and disposal of wastes would typically be handled by outside contractors and/or the municipal trash hauling service.

d. Hazardous substances of the type described would have been utilized throughout the period in question.

e. As noted above, such substances would have been used at production and/or fleet maintenance facilities of The Coca-Cola Company, Coca-Cola USA and Coca-Cola Foods. **All such facilities were or are located more than 70 miles from the Powell Road Landfill in Huber Heights, Ohio.**

f. The quantities of individual hazardous substances used, purchased, etc., during the period of time in question varies from substantial (for soft drink ingredients used in the preparation of syrups and concentrates) to relatively minor (for little used quality assurance laboratory chemicals). No reliable estimate could be made in the 30

days provided for the preparation of this response. Disposal of such chemicals during the period of time in question, simply by reviewing the chemicals in question, was by municipal sewage treatment via the facility sanitary sewer.

Sources: _____

9. To the best of Respondent's knowledge, information and belief, neither Respondent nor any other person working with Respondent or on Respondent's behalf accepted waste materials for transportation to the Site from any person between January 1, 1959 and December 31, 1985. Sources: _____

10. To the best of Respondent's knowledge, information and belief, Respondent neither arranged for disposal or treatment, nor arranged for transportation for disposal or treatment, of waste materials of any type at or to the Site between 1/1/59 and 12/31/85. To the best of Respondent's knowledge, information and belief, Respondent has no information which would be responsive to the questions raised in subparagraphs a. through q. of this Question 10. Sources: _____

11. Respondent has had, between "1959 and the present", substantial numbers of insurance policies covering its facilities throughout the United States. In consideration of the substantial burden which the identification, copying, compiling and summarizing and/or submission would impose upon Respondent, Respondent requested that it be permitted to defer identification of all such policies as requested in this Question 11 pending a further request from EPA. Per the agreement reached by telephonic communication with Ms. Catherine Garypie, Respondent will defer such identification. It is emphasized that Respondent stands ready to identify any and all such policies, and provide related information, which EPA requests and that the deferral requested by Respondent and granted by Ms. Garypie is solely a matter of convenience. Sources: _____

12. Respondent has, "in the last three years", submitted income tax returns to the Federal Internal Revenue Service which are of significant volume and complexity. In consideration of the substantial burden which the copying, compiling and submitting such tax returns would impose upon Respondent, Respondent requested in a telephonic communication with Ms. Catherine Garypie that it be permitted to submit (in triplicate, as requested) copies of its Annual Report. Respondent appreciates the granting of this request by Ms. Garypie. It is emphasized that Respondent stands ready to produce all such tax returns, and provide related information, which EPA requests and that the deferral requested by Respondent and granted by Ms. Garypie is solely a matter of convenience. Sources: Carol C. Hayes and Paul M. Mitchell.

13. All documents responsive to this Question 13 are attached. Sources: Carol C. Hayes and Paul M. Mitchell.

14. Respondent is not a Partnership, and, therefore, no Partnership Agreement is attached. Sources: Carol C. Hayes

15. Respondent is not a Trust; and, therefore, none of the enumerated documents is attached. Sources: Carol C. Hayes

16. Respondent is not a business association or a joint venture or other similar business organization; and, therefore, none of the enumerated documents is attached. Sources: Carol C. Hayes

17. All future correspondence on this matter should be sent to:

Michael J. Gilroy, Esq.
Senior Environmental Law Counsel
The Coca-Cola Company
One Coca-Cola Plaza
Atlanta, GA 30313
[Office: 404/676-3207]
[Facsimile: 404/676-7636]

with a copy to:

Robert A. Boas
Senior Litigation Counsel
The Coca-Cola Company
One Coca-Cola Plaza
Atlanta, GA 30313
[Office: 404/676-4016]
[Facsimile: 404/676-7636]

POWELL ROAD LANDFILL

HUBER HEIGHTS, OH

Response of The Coca-Cola Company to EPA's CERCLA 104(e) Request for Information[1]

1. The identity of the persons consulted in the preparation of this response are as follows:

Mr. Charles B. Alexander
Real Estate Acquisitions/Dispositions Administrator
The Coca-Cola Company
One Coca-Cola Plaza
Atlanta, GA 30313

Ms. Gretta Wray Burns
Underwriting Risk Manager
The Coca-Cola Company
One Coca-Cola Plaza
Atlanta, GA 30313

Ms. Jasmine Chang
Legal Assistant
The Coca-Cola Company
One Coca-Cola Plaza
Atlanta, GA 30313

Mr. Edge R. Farley
Claims Manager
The Coca-Cola Company
One Coca-Cola Plaza
Atlanta, GA 30313

Ms. Carol C. Hayes
Senior Finance Counsel and Assistant Secretary
The Coca-Cola Company
One Coca-Cola Plaza
Atlanta, GA 30313

Mr. Andrew P. Maness
Manager, Environmental Affairs
Coca-Cola USA
One Coca-Cola Plaza
Atlanta, GA 30313

Mr. Paul M. Mitchell
Tax Accounting and Audit Specialist
The Coca-Cola Company
One Coca-Cola Plaza
Atlanta, GA 30313

Mr. Jeffrey G. Simmons
Legal Counsel
Coca-Cola USA
One Coca-Cola Plaza
Atlanta, GA 30313

---

[1]Sources of information for each response are indicated by name only at the end of each response. Other identifying information for each such source is given in the response to Question 1.

Mr. Joseph W. Thesing, Jr.
Litigation Counsel
The Coca-Cola Company
One Coca-Cola Plaza
Atlanta, GA 30313

Mr. Doug Haasis
Plant Engineer
Coca-Cola Foods
260 North Eagle Street
Geneva, OH 44041

Mr. Tom Arnold
Warehouse Manager
Dayton Coca-Cola Bottling Co.
901 South Ludlow
Dayton, OH 45402

Mr. Edward R. Taylor
Manager, Environmental Affairs
Coca-Cola Foods
2000 St. James Place
Houston, TX 77056

Vail T. Thorne
Legal Counsel
Coca-Cola Foods
2000 St. James Place
Houston, TX 77056

2. Ms. Carol C. Hayes
The Coca-Cola Company
One Coca-Cola Plaza
Atlanta, GA 30313

Mr. Paul M. Mitchell
The Coca-Cola Company
One Coca-Cola Plaza
Atlanta, GA 30313

3. The Coca-Cola Company is a Delaware corporation doing business in the United States through its two principal operating divisions, Coca-Cola USA and Coca-Cola Foods. Coca-Cola Foods processes fruit juices and manufactures finished fruit juices and fruit juice drinks. Coca-Cola USA manufactures soft drink concentrates and syrups which it sells to authorized bottling and canning companies throughout the United States, who, in turn, combine the syrup with carbonated water (or the concentrate with carbonated water and sweetener) to make finished soft drink product for bottling or canning and sale to retail outlets. There are, throughout the United States, hundreds of individual bottling companies which are authorized to purchase syrups and concentrates and manufacture the soft drink products of The Coca-Cola Company. Generally these bottlers are independent legal entities. Because these independent bottlers frequently use the trademark COCA-COLA in their company name, they are often referred to as "Coca-Cola" both in oral speech and in informal written records. As a consequence The Coca-Cola Company is often mistakenly served with legal process relating to activities which were, in fact, conducted by an independent bottler. As you will note from our response to the remaining questions in this CERCLA 104(e) request, we believe, on the basis of our investigations and on the basis of the waste characterization attributed to "Coca-Cola" in the OMI Report, that Respondent, i.e., The

Coca-Cola Company, and its Divisions, Coca-Cola Foods and Coca-Cola USA, have no connection with the Powell Road Landfill site.

Respondent, as reflected in its response to Question 6, below, does not now own, and has not, during the period of time in question, owned, any facility within 70 miles of Huber Heights, Ohio. In addition, Respondent has reviewed the report entitled "POWELL ROAD LANDFILL - *INFORMATION OBTAINED FROM OMI REPORT:*" which EPA has kindly provided to Respondent by letter of June 16, 1993. Respondent has noted that the report identifies only "Coca-Cola" without further identifying information. In addition, Respondent has noted the report's characterization of waste from "Coca-Cola" as comprising "Broken bottles, gen'l, CO2 tanks, skids, pallets", wastes which are more typical of a soft drink bottling facility than of a facility of The Coca-Cola Company or its Divisions. Finally, Respondent notes that there has been an independent bottler, Dayton Coca-Cola, with facilities in operation throughout the period of time under consideration in at least three of the four Dayton metropolitan counties noted in Question 6.

In the course of conducting its investigation, Respondent contacted Mr. Tom Arnold, Warehouse Manager, for Dayton Coca-Cola, who expressed knowledge concerning the trash hauling practices of certain of the Dayton Coca-Cola facilities during certain periods of time within the overall period of time under consideration (1/1/59 to 12/31/85).

Dayton Coca-Cola is currently owned and operated by Coca-Cola Enterprises, Inc., One Coca-Cola Plaza, Atlanta, GA 30313. Coca-Cola Enterprises, Inc. is an independent corporation whose stock is publicly traded. The Coca-Cola Company has held as much as 49% of the outstanding stock in Coca-Cola Enterprises, and it currently holds approximately 43% of the outstanding stock in Coca-Cola Enterprises. The General Counsel of Coca-Cola Enterprises, Inc., to whom correspondence on this matter should be addressed, is Mr. Lowry F. Kline.

Sources: Charles B. Alexander, Jasmine Chang, Tom Arnold and Michael J. Gilroy .

4. The Coca-Cola Company and its Divisions, Coca-Cola USA and Coca-Cola Foods, own and operate production facilities in 12 states, and each of those facilities has an EPA Identification Number. The Coca-Cola Company stands ready to provide EPA with any or all of such ID Numbers; however, for the purposes of this response, we are providing those ID Numbers of facilities which we believe to be relevant to the present inquiry, i.e., those located <u>in the state of Ohio</u>. Respondent's closest production facility <u>outside</u> the State of Ohio during the time period in question was located in Valparaiso, IN, over 200 miles from Huber Heights. Please note that, to the best of Respondent's knowledge, information and belief, there were <u>no</u> facilities owned or operated by Respondent in the four Ohio counties noted in Question 6 during the 1/1/59 through 12/31/85 time period.

Coca-Cola Foods
260 North Eagle Street
Geneva, [Ashtabula County] Ohio 44041
EPA ID. No.

Coca-Cola USA
2455 Watkins Road
Columbus, [Franklin County] Ohio 43207
EPA ID. No. OHD 075039552

Coca-Cola USA
2351 New World Drive
Columbus, [Franklin County] Ohio 43707
EPA ID. No. OHD 987042058

Sources: Jeffrey G. Simmons, Edward R. Taylor and Vail T. Thorne

5. After diligent inquiry and to the best of its knowledge, information and belief, The Coca-Cola Company is unable to identify any persons of the type requested in this question. Sources: _____

6. After diligent inquiry and to the best of its knowledge, information and belief, The Coca-Cola Company is unable to identify any facility of the type requested in this question. Sources: _____

7. After diligent inquiry and to the best of its knowledge, information and belief, The Coca-Cola Company is unable to identify any persons of the type requested in this question. Sources: _____

8. The Coca-Cola Company and its domestic soft drink Division, Coca-Cola USA, purchases flavorings, acidulants, colorants, preservatives, emulsifiers, and various other FDA - approved food ingredients which it blends together in various proportions to manufacture concentrates and syrups for its various soft drink products. These concentrates and syrups are sold to authorized bottlers for their use in preparing finished soft drinks for sale to retail outlets. Coca-Cola Foods processes fruit to prepare both single strength and concentrated fruit juices and, using internally prepared and externally purchased juices, to prepare fruit juice drinks. Several of the ingredients used in the production of soft drink and fruit juice products would qualify as "hazardous substances" under applicable definitions of either "corrosive" or "ignitable". Other chemicals used in the maintenance and repair of The Coca-Cola Company's fleet of transport vehicles at various facilities might also qualify as either

listed or characteristic hazardous wastes. Finally, various other chemical substances utilized by Quality Assurance Laboratories at individual production facilities, as well as maintenance, sanitizing and pest control chemicals utilized at those facilities might qualify as "hazardous substances". **As noted above, no such production facilities are located within the four counties mentioned in Question 6. In addition, the closest production facility of Coca-Cola USA is located in Columbus, OH, approximately 72 miles from Huber Heights, OH; and the closest production facility of Coca-Cola Foods is located in Geneva, OH, approximately 200 miles from Huber Heights, OH.**

a. Chemical types used include acids (phosphoric and citric), bases (sodium hydroxide) and flammables (ethyl alcohol, natural flavor oils and extracts). Some substances are solids at room temperature (e.g. citric acid) and some are liquid (e.g. sulfite ammonia caramel).

b. Literally hundreds of suppliers would have supplied individual facilities with individual chemicals during the 1959-1985 time period specified.

c. The various substances would have been used as noted in the introduction to this answer, i.e., as ingredients in products, as reagents in laboratory procedures, as maintenance or repair chemicals and/or as sanitizing chemicals. They would have been purchased from large national concerns, some under nation-wide supply contracts, all the way down to small suppliers located in the same city as the facility. To the extent these chemicals became waste, they would have been generated during the course of the manufacturing, maintenance, repair, quality assurance or sanitizing operation in which they were used. Storage would be segregated by ultimate use (e.g. food ingredients stored away from maintenance chemicals) and by health and safety considerations (e.g., some in cold storage and some in room temperature storage). To the best of Respondent's information and belief, none of Respondent's facilities conduct on-site treatment of hazardous substances. Transportation and disposal of wastes would typically be handled by outside contractors and/or the municipal trash hauling service.

d. Hazardous substances of the type described would have been utilized throughout the period in question.

e. As noted above, such substances would have been used at production and/or fleet maintenance facilities of The Coca-Cola Company, Coca-Cola USA and Coca-Cola Foods. **All such facilities were or are located more than 70 miles from the Powell Road Landfill in Huber Heights, Ohio.**

f. The quantities of individual hazardous substances used, purchased, etc., during the period of time in question varies from substantial (for soft drink ingredients used in the preparation of syrups and concentrates) to relatively minor (for little used quality assurance laboratory chemicals). No reliable estimate could be made in the 30

days provided for the preparation of this response. Disposal of such chemicals during the period of time in question, simply by reviewing the chemicals in question, was by municipal sewage treatment via the facility sanitary sewer.

Sources: _____

9. To the best of Respondent's knowledge, information and belief, neither Respondent nor any other person working with Respondent or on Respondent's behalf accepted waste materials for transportation to the Site from any person between January 1, 1959 and December 31, 1985. Sources: _____

10. To the best of Respondent's knowledge, information and belief, Respondent neither arranged for disposal or treatment, nor arranged for transportation for disposal or treatment, of waste materials of any type at or to the Site between 1/1/59 and 12/31/85. To the best of Respondent's knowledge, information and belief, Respondent has no information which would be responsive to the questions raised in subparagraphs a. through q. of this Question 10. Sources: _____

11. Respondent has had, between "1959 and the present", substantial numbers of insurance policies covering its facilities throughout the United States. In consideration of the substantial burden which the identification, copying, compiling and summarizing and/or submission would impose upon Respondent, Respondent requested that it be permitted to defer identification of all such policies as requested in this Question 11 pending a further request from EPA. Per the agreement reached by telephonic communication with Ms. Catherine Garypie, Respondent will defer such identification. It is emphasized that Respondent stands ready to identify any and all such policies, and provide related information, which EPA requests and that the deferral requested by Respondent and granted by Ms. Garypie is solely a matter of convenience. Sources: _____

12. Respondent has, "in the last three years", submitted income tax returns to the Federal Internal Revenue Service which are of significant volume and complexity. In consideration of the substantial burden which the copying, compiling and submitting such tax returns would impose upon Respondent, Respondent requested in a telephonic communication with Ms. Catherine Garypie that it be permitted to submit (in triplicate, as requested) copies of its Annual Report. Respondent appreciates the granting of this request by Ms. Garypie. It is emphasized that Respondent stands ready to produce all such tax returns, and provide related information, which EPA requests and that the deferral requested by Respondent and granted by Ms. Garypie is solely a matter of convenience. Sources: Carol C. Hayes and Paul M. Mitchell.

13. All documents responsive to this Question 13 are attached. Sources: Carol C. Hayes and Paul M. Mitchell.

14. Respondent is not a Partnership, and, therefore, no Partnership Agreement is attached. Sources: Carol C. Hayes

15. Respondent is not a Trust; and, therefore, none of the enumerated documents is attached. Sources: Carol C. Hayes

16. Respondent is not a business association or a joint venture or other similar business organization; and, therefore, none of the enumerated documents is attached. Sources: Carol C. Hayes

17. All future correspondence on this matter should be sent to:

Michael J. Gilroy, Esq.
Senior Environmental Law Counsel
The Coca-Cola Company
One Coca-Cola Plaza
Atlanta, GA 30313
[Office: 404/676-3207]
[Facsimile: 404/676-7636]

with a copy to:

Robert A. Boas
Senior Litigation Counsel
The Coca-Cola Company
One Coca-Cola Plaza
Atlanta, GA 30313
[Office: 404/676-4016]
[Facsimile: 404/676-7636]

The Coca-Cola Company
COCA-COLA PLAZA
ATLANTA, GEORGIA

LEGAL DIVISION

ADDRESS REPLY TO
P. O. DRAWER 1734
ATLANTA, GA 30301
404 676-2121
OUR REFERENCE NO.

July 9, 1993

Catherine Garypie
Assistant Regional Counsel
Office of Regional Counsel
U.S. EPA
77 West Jackson CM-3T
Chicago, IL 60604

Re: Powell Road Landfill - Response to CERCLA 104(e) Request
Our Reference Number: 89527

Dear Ms. Garypie:

Earlier today I forwarded to you the response of The Coca-Cola Company to the referenced 104(e) Request which we received on June 10, 1993.

In reviewing the file copy of the response after it was mailed, I determined that, in my haste to finalize the draft of our response, I inadvertently omitted identification of the sources for the responses to certain of the questions. The enclosed Response includes that omitted information and also refers consistently to "the Respondent" as opposed to "The Coca-Cola Company", where appropriate, to avoid any confusion.

I have discussed my inadvertent omissions and this re-submission of a substitute Response with Ms. Patricia Cosgrove who indicated she would include a notation to this effect in the file. In accordance with her request, I am specifically requesting that the Response enclosed herewith be substituted for the Response sent earlier today. The earlier-mailed cover letter, affidavit and documentary enclosures, however, remain valid and should be retained as part of our overall response.

I sincerely regret this inadvertent omission, and I appreciate EPA's willingness to work with me to correct it.

Sincerely,

Michael J. Gilroy
Senior Environmental Law Counsel

/mjg

Enclosures
[LE931900.087]

POWELL ROAD LANDFILL

HUBER HEIGHTS, OH

Response of The Coca-Cola Company to EPA's CERCLA 104(e) Request for Information[1]

1. The identity of the persons consulted in the preparation of this response are as follows:

Mr. Charles B. Alexander
Real Estate Acquisitions/Dispositions Administrator
The Coca-Cola Company
One Coca-Cola Plaza
Atlanta, GA 30313

Ms. Gretta Wray Burns
Underwriting Risk Manager
The Coca-Cola Company
One Coca-Cola Plaza
Atlanta, GA 30313

Ms. Jasmine Chang
Legal Assistant
The Coca-Cola Company
One Coca-Cola Plaza
Atlanta, GA 30313

Mr. Edge R. Farley
Claims Manager
The Coca-Cola Company
One Coca-Cola Plaza
Atlanta, GA 30313

Ms. Carol C. Hayes
Senior Finance Counsel and Assistant Secretary
The Coca-Cola Company
One Coca-Cola Plaza
Atlanta, GA 30313

Mr. Andrew P. Maness
Manager, Environmental Affairs
Coca-Cola USA
One Coca-Cola Plaza
Atlanta, GA 30313

Mr. Paul M. Mitchell
Tax Accounting and Audit Specialist
The Coca-Cola Company
One Coca-Cola Plaza
Atlanta, GA 30313

Mr. Jeffrey G. Simmons
Legal Counsel
Coca-Cola USA
One Coca-Cola Plaza
Atlanta, GA 30313

---

[1]Sources of information for each response are indicated by name only at the end of each response. Other identifying information for each such source is given in the response to Question 1.

Mr. Joseph W. Thesing, Jr.
Litigation Counsel
The Coca-Cola Company
One Coca-Cola Plaza
Atlanta, GA 30313

Mr. Doug Haasis
Plant Engineer
Coca-Cola Foods
260 North Eagle Street
Geneva, OH 44041

Mr. Tom Arnold
Warehouse Manager
Dayton Coca-Cola Bottling Co.
901 South Ludlow
Dayton, OH 45402

Mr. Edward R. Taylor
Manager, Environmental Affairs
Coca-Cola Foods
2000 St. James Place
Houston, TX 77056

Vail T. Thorne
Senior Division Counsel
Coca-Cola Foods
2000 St. James Place
Houston, TX 77056

Michael J. Gilroy
Senior Environmental Law Counsel
The Coca-Cola Company
One Coca-Cola Plaza
Atlanta, GA 30313

2. Ms. Carol C. Hayes
The Coca-Cola Company
One Coca-Cola Plaza
Atlanta, GA 30313

Mr. Paul M. Mitchell
The Coca-Cola Company
One Coca-Cola Plaza
Atlanta, GA 30313

3. The Coca-Cola Company is a Delaware corporation doing business in the United States through its two principal operating divisions, Coca-Cola USA and Coca-Cola Foods. Coca-Cola Foods processes fruit juices and manufactures finished fruit juices and fruit juice drinks. Coca-Cola USA manufactures soft drink concentrates and syrups which it sells to authorized bottling and canning companies throughout the United States, who, in turn, combine the syrup with carbonated water (or the concentrate with carbonated water and sweetener) to make finished soft drink product for bottling or canning and sale to retail outlets. There are, throughout the United States, hundreds of individual bottling companies which are authorized to purchase syrups and concentrates and manufacture the soft drink products of The Coca-Cola Company. Generally these bottlers are independent legal entities. Because these independent bottlers frequently use the trademark COCA-COLA in their company name, they are often referred to as "Coca-Cola" both in oral speech and in informal written records. As a consequence The Coca-Cola Company is often mistakenly served with legal process relating to activities which were, in fact, conducted by an independent bottler. As you will note from our response to the remaining questions in this CERCLA 104(e) request, we believe, on the basis of our investigations and on the basis of the waste characterization attributed to "Coca-Cola" in the OMI Report, that Respondent, i.e., The

Coca-Cola Company, and its Divisions, Coca-Cola Foods and Coca-Cola USA, have no connection with the Powell Road Landfill site.

Respondent, as reflected in its response to Question 6, below, does not now own, and has not, during the period of time in question, owned, any facility within 70 miles of Huber Heights, Ohio. In addition, Respondent has reviewed the report entitled "POWELL ROAD LANDFILL - *INFORMATION OBTAINED FROM OMI REPORT:*" which EPA has kindly provided to Respondent by letter of June 16, 1993. Respondent has noted that the report identifies only "Coca-Cola" without further identifying information. In addition, Respondent has noted the report's characterization of waste from "Coca-Cola" as comprising "Broken bottles, gen'l, CO2 tanks, skids, pallets", wastes which are more typical of a soft drink bottling facility than of a facility of Respondent. Finally, Respondent notes that there has been an independent bottler, Dayton Coca-Cola, with facilities in operation throughout the period of time under consideration in at least three of the four Dayton metropolitan counties noted in Question 6.

In the course of conducting its investigation, Respondent contacted Mr. Tom Arnold, Warehouse Manager, for Dayton Coca-Cola, who expressed knowledge concerning the trash hauling practices of certain of the Dayton Coca-Cola facilities during certain periods of time within the overall period of time under consideration (1/1/59 to 12/31/85).

Dayton Coca-Cola is currently owned and operated by Coca-Cola Enterprises, Inc., One Coca-Cola Plaza, Atlanta, GA 30313. Coca-Cola Enterprises, Inc. is an independent corporation whose stock is publicly traded. Respondent has held as much as 49% of the outstanding stock in Coca-Cola Enterprises, and it currently holds approximately 43% of the outstanding stock in Coca-Cola Enterprises. The General Counsel of Coca-Cola Enterprises, Inc., to whom correspondence on this matter should be addressed, is Mr. Lowry F. Kline.

Sources: Charles B. Alexander, Jasmine Chang, Tom Arnold and Michael J. Gilroy .

4. The Coca-Cola Company and its Divisions, Coca-Cola USA and Coca-Cola Foods, own and operate production facilities in 12 states, and each of those facilities has an EPA Identification Number. Respondent stands ready to provide EPA with any or all of such ID Numbers; however, for the purposes of this response, we are providing those ID Numbers of facilities which we believe to be relevant to the present inquiry, i.e., those located <u>in the state of Ohio</u>. Respondent's closest production facility <u>outside</u> the State of Ohio during the time period in question was located in Valparaiso, IN, over 200 miles from Huber Heights. Please note that, to the best of Respondent's knowledge, information and belief, there were <u>no</u> facilities owned or operated by Respondent in the four Ohio counties noted in Question 6 during the 1/1/59 through 12/31/85 time period.

Coca-Cola Foods
260 North Eagle Street
Geneva, [Ashtabula County] Ohio 44041
EPA ID. No.

Coca-Cola USA
2455 Watkins Road
Columbus, [Franklin County] Ohio 43207
EPA ID. No. OHD 075039552

Coca-Cola USA
2351 New World Drive
Columbus, [Franklin County] Ohio 43707
EPA ID. No. OHD 987042058

Sources: Jeffrey G. Simmons, Edward R. Taylor and Vail T. Thorne

5. After diligent inquiry and to the best of its knowledge, information and belief, Respondent is unable to identify any persons of the type requested in this question. Sources: Andrew P. Maness, Edward R. Taylor and Michael J. Gilroy

6. After diligent inquiry and to the best of its knowledge, information and belief, Respondent is unable to identify any facility of the type requested in this question. Sources: Jasmine Chang, Gretta Wray Burns, Charles B. Alexander, Edward R. Taylor.

7. After diligent inquiry and to the best of its knowledge, information and belief, Respondent is unable to identify any persons of the type requested in this question. Sources: Michael J. Gilroy

8. The Coca-Cola Company and its domestic soft drink Division, Coca-Cola USA, purchases flavorings, acidulants, colorants, preservatives, emulsifiers, and various other FDA - approved food ingredients which it blends together in various proportions to manufacture concentrates and syrups for its various soft drink products. These concentrates and syrups are sold to authorized bottlers for their use in preparing finished soft drinks for sale to retail outlets. Coca-Cola Foods processes fruit to prepare both single strength and concentrated fruit juices and, using internally prepared and externally purchased juices, to prepare fruit juice drinks. Several of the ingredients used in the production of soft drink and fruit juice products would qualify as "hazardous substances" under applicable definitions of either "corrosive" or "ignitable". Other chemicals used in the maintenance and repair of The Coca-Cola Company's fleet of transport vehicles at various facilities might also qualify as either

listed or characteristic hazardous wastes. Finally, various other chemical substances utilized by Quality Assurance Laboratories at individual production facilities, as well as maintenance, sanitizing and pest control chemicals utilized at those facilities might qualify as "hazardous substances". **As noted above, no such production facilities are located within the four counties mentioned in Question 6. In addition, the closest production facility of Coca-Cola USA is located in Columbus, OH, approximately 72 miles from Huber Heights, OH; and the closest production facility of Coca-Cola Foods is located in Geneva, OH, approximately 200 miles from Huber Heights, OH.**

a. Chemical types used include acids (phosphoric and citric), bases (sodium hydroxide) and flammables (ethyl alcohol, natural flavor oils and extracts). Some substances are solids at room temperature (e.g. citric acid) and some are liquid (e.g. sulfite ammonia caramel).

b. Literally hundreds of suppliers would have supplied individual facilities with individual chemicals during the 1959-1985 time period specified.

c. The various substances would have been used as noted in the introduction to this answer, i.e., as ingredients in products, as reagents in laboratory procedures, as maintenance or repair chemicals and/or as sanitizing chemicals. They would have been purchased from large national concerns, some under nation-wide supply contracts, all the way down to small suppliers located in the same city as the facility. To the extent these chemicals became waste, they would have been generated during the course of the manufacturing, maintenance, repair, quality assurance or sanitizing operation in which they were used. Storage would be segregated by ultimate use (e.g. food ingredients stored away from maintenance chemicals) and by health and safety considerations (e.g., some in cold storage and some in room temperature storage). To the best of Respondent's information and belief, none of Respondent's facilities conduct on-site treatment of hazardous substances. Transportation and disposal of wastes would typically be handled by outside contractors and/or the municipal trash hauling service.

d. Hazardous substances of the type described would have been utilized throughout the period in question.

e. As noted above, such substances would have been used at production and/or fleet maintenance facilities of The Coca-Cola Company, Coca-Cola USA and Coca-Cola Foods. **All such facilities were or are located more than 70 miles from the Powell Road Landfill in Huber Heights, Ohio.**

f. The quantities of individual hazardous substances used, purchased, etc., during the period of time in question varies from substantial (for soft drink ingredients used in the preparation of syrups and concentrates) to relatively minor (for little used quality assurance laboratory chemicals). No reliable estimate could be made in the 30

days provided for the preparation of this response. Disposal of such chemicals during the period of time in question, simply by reviewing the chemicals in question, was by municipal sewage treatment via the facility sanitary sewer.
Sources: Michael J. Gilroy

9. To the best of Respondent's knowledge, information and belief, neither Respondent nor any other person working with Respondent or on Respondent's behalf accepted waste materials for transportation to the Site from any person between January 1, 1959 and December 31, 1985. Sources: Andrew P. Maness and Edward R. Taylor

10. To the best of Respondent's knowledge, information and belief, Respondent neither arranged for disposal or treatment, nor arranged for transportation for disposal or treatment, of waste materials of any type at or to the Site between 1/1/59 and 12/31/85.
To the best of Respondent's knowledge, information and belief, Respondent has no information which would be responsive to the questions raised in subparagraphs a. through q. of this Question 10. Sources: Andrew P. Maness and Edward R. Taylor

11. Respondent has had, between "1959 and the present", substantial numbers of insurance policies covering its facilities throughout the United States. In consideration of the substantial burden which the identification, copying, compiling and summarizing and/or submission would impose upon Respondent, Respondent requested that it be permitted to defer identification of all such policies as requested in this Question 11 pending a further request from EPA. Per the agreement reached by telephonic communication with Ms. Catherine Garypie, Respondent will defer such identification. It is emphasized that Respondent stands ready to identify any and all such policies, and provide related information, which EPA requests and that the deferral requested by Respondent and granted by Ms. Garypie is solely a matter of convenience. Sources: Edge R. Farley and Gretta Wray Burns.

12. Respondent has, "in the last three years", submitted income tax returns to the Federal Internal Revenue Service which are of significant volume and complexity. In consideration of the substantial burden which the copying, compiling and submitting such tax returns would impose upon Respondent, Respondent requested in a telephonic communication with Ms. Catherine Garypie that it be permitted to submit (in triplicate, as requested) copies of its Annual Report. Respondent appreciates the granting of this request by Ms. Garypie. It is emphasized that Respondent stands ready to produce all such tax returns, and provide related information, which EPA requests and that the deferral requested by Respondent and granted by Ms. Garypie is solely a matter of convenience. Sources: Carol C. Hayes and Paul M. Mitchell.

13. All documents responsive to this Question 13 are attached. Sources: Carol C. Hayes and Paul M. Mitchell.

14. Respondent is not a Partnership, and, therefore, no Partnership Agreement is attached. Sources: Carol C. Hayes

15. Respondent is not a Trust; and, therefore, none of the enumerated documents is attached. Sources: Carol C. Hayes

16. Respondent is not a business association or a joint venture or other similar business organization; and, therefore, none of the enumerated documents is attached. Sources: Carol C. Hayes

17. All future correspondence on this matter should be sent to:

Michael J. Gilroy, Esq.
Senior Environmental Law Counsel
The Coca-Cola Company
One Coca-Cola Plaza
Atlanta, GA 30313
[Office: 404/676-3207]
[Facsimile: 404/676-7636]

with a copy to:

Robert A. Boas, Esq.
Senior Litigation Counsel
The Coca-Cola Company
One Coca-Cola Plaza
Atlanta, GA 30313
[Office: 404/676-4016]
[Facsimile: 404/676-7636]

INFORMATION REQUEST NUMBER 12

[INCLUDED IN RESPONSE TO INFORMATION REQUEST NUMBER 13(b)]

INFORMATION REQUEST NUMBER 14

As to The Coca-Cola Company:

The Coca-Cola Company has not ever been, nor is it now, a partnership. The Coca-Cola Company was incorporated in the State of Delaware on September 5, 1919.

INFORMATION REQUEST NUMBER 15

As to The Coca-Cola Company:

The Coca-Cola Company has not ever been, nor is it now, a trust. The Coca-Cola Company was incorporated in the State of Delaware on September 5, 1919.

INFORMATION REQUEST NUMBER 16

As to The Coca-Cola Company:

The Coca-Cola Company has not ever been, nor is it now, a joint venture or other similar business association. The Coca-Cola Company was incorporated in the State of Delaware on September 5, 1919.

INFORMATION REQUEST NUMBER 13

As to The Coca-Cola Company:

(a) A copy of the charter and all amendments to date is attached.

A copy of the By-Laws as in effect on the date hereof is attached (filed with the Securities and Exchange Commission as Exhibit 3.2 to the Annual Report on Form 10-K for the year ended December 31, 1992).

(b) Copies of the audited financial statements for the past five fiscal years, as included in the Annual Report to Share Owners of The Coca-Cola Company for 1992, 1991, 1990, 1989 and 1988 are attached.

(c) [Included in response to Information Request Number 13(b) above]

(d) The parent company is The Coca-Cola Company, a Delaware corporation. A list of subsidiaries of The Coca-Cola Company as of December 31, 1992 is attached (filed with the Securities and Exchange Commission as Exhibit 22.1 to the Annual Report on Form 10-K for the year ended December 31, 1992).

State of Delaware

Office of Secretary of State

I, MICHAEL RATCHFORD, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "THE COCA-COLA COMPANY" FILED IN THIS OFFICE ON THE FIFTH DAY OF SEPTEMBER, A.D. 1919, AT 1 O'CLOCK P.M.

* * * * * * * * * * *

DEPARTMENT OF STATE
OFFICE OF THE SECRETARY OF STATE
1813 1791 1950
DELAWARE

Michael Ratchford, Secretary of State

AUTHENTICATION: 3374845

DATE: 03/10/1992

722070139

E. M. 9/5/1919 1 P. M.

9-5-19

CERTIFICATE OF INCORPORATION

OF

THE COCA-COLA COMPANY

FIRST: The name of this corporation is

THE COCA-COLA COMPANY.

SECOND: Its principal office in the State of Delaware is to be located at No. 7 West 10th Street, in the City of Wilmington, County of New Castle. The name of its resident agent therein, and in charge thereof, is the Corporation Trust Company of America, No. 7 West 10th Street, Wilmington, Delaware.

THIRD: The nature of the business or objects or purposes proposed to be transacted, promoted or carried on are as follows:

(1) To purchase or otherwise acquire all or any part of the business, good-will, trade-names, trade-marks, proprietary names, rights, property and other assets, and to assume all, or any part of the liabilities, and to purchase or otherwise acquire and take over as a going concern and to carry on the business heretofore conducted by The Coca-Cola Company, a corporation of the State of Georgia; to manufacture, mix, compound, process, distill, clarify, bottle or otherwise prepare for marketing, purchase, contract for or otherwise acquire, use, sell or otherwise dispose of, import, export, deal in and deal with, either as principal or agent, any and all syrups, drinks and beverages of every character and description, compounds, proprietary articles and preparations of all kinds, drugs, extracts and chemicals, candies and confections of all kinds,

and any and all other articles, compounds and preparations of every kind and description, including all compounds, preparations and formulae now known, or to be hereafter discovered or invented, and in general, to do a business of manufacturing, buying, selling and dealing in materials, products, by-products, articles, compounds and preparations of every character and description; to manufacture, use, sell, deal in and deal with carbonated waters and carbonic or other gases used or useful in or in connection with waters and other liquids designed for use as beverages or otherwise; to manufacture, use, sell, deal in and deal with barrels, kegs, boxes, bottles and other containers; to plant, cultivate, produce or purchase any and all natural fruits or products required for or useful in the manufacture or production of any of the articles or products manufactured or dealt in by the Company, and to hire, lease, purchase, own or operate plantations, farms, fruit lands and all other kinds of real property, and all rights, interests and easements therein, steamships, cars and other means of conveyance, and all other property necessary or convenient for said purposes, and in connection therewith, and in aid thereof, to establish and conduct a general mercantile and planting business.

(2) To do a general commission and selling agent's business, to buy, hold, own, manufacture, produce, sell or otherwise dispose of, either as principal or agent, and upon commission or otherwise, all kinds of personal property whatsoever, without limit as to amount, to make and enter into all manner and kinds of contracts, agreements, and obligations by or with any person or persons, corporation or corporations, for the purchasing, acquiring, manufacturing, selling or disposing of or turning to account any and all articles and personal property of any kind or nature whatsoever,

and, generally, with full power and authority to perform any and all acts connected therewith or arising therefrom or incidental thereto, and all acts proper or necessary or advisable for the purposes of such business.

(3) To guarantee, purchase, acquire, hold, sell, mortgage, pledge and dispose of the shares of the capital stock, bonds, obligations or other securities or evidences of indebtedness of any corporation, domestic or foreign, and to issue in exchange therefor its stock, bonds or other obligations, and, while owner thereof, to possess and exercise all rights, powers and privileges of ownership, including the right to vote thereon.

(4) To apply for, obtain, register, purchase, lease or otherwise acquire, hold, own, use, operate under, introduce, sell, assign, or otherwise dispose of, any and all trade-marks, processes, trade-names and proprietary names, and distinctive and descriptive marks, brands, labels and formulae, and to purchase or otherwise acquire, hold, own, develop or promote the development of, use, introduce, sell or otherwise dispose of, any and all inventions, improvements, processes, designs, letters patent and similar letters and rights granted by the United States or by any foreign country, government, political or municipal authority, and all licenses, grants, concessions or other rights or interests which may be deemed to be beneficial or useful for this corporation to acquire, own, develop or promote. To use, develop, manufacture under, or grant licenses in respect of, or otherwise turn to account, any and all such trade-marks, processes, inventions, patents and other rights, and to engage in the business or businesses to which such rights refer, or in which it may be deemed to be useful, advisable or profitable

0004

for this corporation to engage in connection therewith.

(5) To purchase or otherwise acquire all or any part of the business, good-will, trade-names and proprietary names, rights, property and assets, and all accounts, and to assume all, or any part of the liabilities of any person, corporation, association or partnership or others, and to purchase or otherwise acquire and take over as a going concern and to carry on the business of any person, firm, association or corporation or otherwise, and in connection therewith to acquire the good-will and assume all or any part of the liabilities of the owner of such business, and to pay for any such business or properties in cash, stock, bonds, debentures or obligations of this corporation, or otherwise; provided, however, that all such stock, bonds, debentures or obligations of this corporation shall only be issued in accordance and after compliance in every respect with the Constitution and Laws of the State of Delaware in such cases made and provided.

(6) To purchase or otherwise acquire, hold, control, improve, farm, cultivate, irrigate, lease, sell, mortgage or otherwise dispose of, deal in and deal with and turn to account timber, farming, grazing, mineral and other lands and interests and easements therein and appurtenant thereto, and the products thereof, and to build, design, construct, acquire, maintain and operate plants and works for the development of such lands, and for the handling and preparing of and rendering commercially available the various products thereof. To purchase or otherwise acquire all other real property, leaseholds or any other interest therein, in any state, territory or dependency of the United States or in any foreign countries or places, and to hold, improve, sell, dispose of and deal in the

same. To lay out, plot, or subdivide any part of said lands into parcels or lands of convenient size with intervening roads, streets, lanes or alleys, and to develop, work, cultivate, improve and adorn the same, and to dispose thereof in any manner and upon such terms as this corporation may think proper. To design, erect, construct, alter, maintain and improve houses, buildings, sewers, drains or works of any sort or description on any lands of this corporation, or upon any other lands, and to rebuild, alter and improve existing houses, buildings or works thereon. To convert any lands into and to build roads, streets or other public places, and, generally, to deal with and improve all property of this corporation. To sell, lease, hold, mortgage or otherwise dispose of, any or all of such real estate, lands, houses, buildings and other property of this corporation. To purchase, lease or otherwise acquire, hold, deal in and deal with, sell or otherwise dispose of all kinds of personal property which this corporation may deem necessary or convenient for the purpose of any of its businesses. To acquire, own, deal in or deal with, sell or dispose of, all materials and articles of any kind or description used or useful in connection with any or all of the purposes and objects herein expressed.

(7) To conduct any and all of its business, both in the State of Delaware (except such as it may not be permissible for a corporation organized under Article 1 of the General Corporation Law of the State of Delaware to conduct within said State), and in all other states and territories, in the District of Columbia, and in all dependencies, colonies or possessions of the United States, and in foreign

countries and places; and to purchase, lease and otherwise acquire, hold, possess and convey and otherwise dispose of real and personal property in all such states and places to the extent that the same may be permissible under the laws thereof.

(8) To do each and everything necessary, suitable, convenient or proper for the accomplishment of any of the purposes, or the attainment of any one or all of the objects hereinbefore enumerated or incidental to the powers herein named, or which shall at any time appear conducive to or expedient for the protection or benefit of this corporation, either as holder of or interested in any property, or otherwise. To have all the rights, powers and privileges now or hereafter conferred by the laws of the State of Delaware upon corporations organized under Article I of the General Corporation Law of said state, or under any act amendatory thereof or supplemental thereto or substituted therefor. The Company shall not exercise banking powers not permitted to a corporation so organized.

(9) The foregoing clauses shall be construed both as objects and powers, and it is hereby expressly provided that the enumeration herein of specific objects and powers shall not be held to limit or restrict in any manner the general powers of this corporation.

FOURTH: The number of shares of stock that may be issued by said corporation is six hundred thousand, of which one hundred thousand (100,000) shares, of the par value of one hundred dollars ($100) each amounting in the aggregate of Ten Million Dollars ($10,000,000) are to be preferred stock, and five hundred thousand (500,000) shares are to be common stock without nominal or par value.

0007

The number of shares with which said corporation shall begin business shall be ten (10) shares of common stock of no nominal or par value.

FIFTH: The holders of the preferred stock shall be entitled to receive from the surplus or net earnings of the corporation dividends at the rate of seven per cent (7%) per annum upon the par value of such stock, and no more, payable semi-annually upon the dates fixed by the By-Laws of the corporation, or by resolution of the Board of Directors in the absence of any such By-Law. Such dividends shall be cumulative, and whenever and as often as any such dividend or dividends shall have accrued and remain unpaid, no dividend shall be paid to the holders of the common stock of the corporation. In the event of any liquidation, dissolution or winding up, whether voluntary or involuntary, of the corporation, the holders of the preferred stock shall be paid the par value of their shares and all dividends accrued thereon before any payment or distribution shall be made to the holders of the common stock. All of the preferred stock issued and outstanding may be redeemed at any time, or any part thereof may be redeemed from time to time, at the option of the Board of Directors by the payment of One hundred dollars ($100) per share, and all dividends accrued thereon to the date fixed for such redemption, provided notice of intention to redeem shall be given at least ninety (90) days prior to the date fixed for such redemption to the holders of record of the preferred stock so to be redeemed, by mailing, postage prepaid, to the addresses of the then holders of record of the preferred stock so to be redeemed, as the same appear on the books of the corporation, a written notice stating the date fixed for such redemption

and the place, which shall be a trust company or national bank in the City of New York with a paid up capital of not less than $2,000,000., where the redemption price shall be paid upon surrender for cancellation of the certificates of preferred stock so to be redeemed. If less than all of the preferred stock is to be redeemed, the shares to be redeemed are to be drawn by lot in the manner provided in the By-Laws of the corporation, or, in the absence of any By-Law on the subject, by resolution of the Board of Directors. Upon and after the date fixed for the redemption of any shares of preferred stock, all dividends and other rights of the holders of the shares to be redeemed shall cease, except the right to receive the redemption price, including accrued dividends, provided notice of intention to redeem shall be given, as hereinbefore provided, and provided further that the corporation shall have deposited with the trust company or national bank designated as the place for the payment of the redemption price, to the credit of the shares of preferred stock called for redemption, an amount equal to the redemption price thereof. The payment of the redemption price of any shares of preferred stock called for redemption may be paid direct to the holders thereof prior to the expiration of said period of ninety (90) days, in which event the corporation shall deposit with the trust company or national bank designated as the place for the payment of the redemption price on or prior to the date fixed for redemption all certificates of preferred stock called for redemption and thus paid for. In the event of the payment of the redemption price direct to the holders of the shares of preferred stock called for redemption or to some of them, prior to the expiration of said period of ninety (90) days the amount required to be deposited by the corporation, as hereinbefore provided, shall be reduced at the rate of One

hundred dollars ($100), plus dividends accrued thereon to the date of redemption, for each share of preferred stock represented by the canceled certificates of stock so deposited in lieu of cash. The preferred stock shall have no voting power unless the corporation shall have failed to pay dividends thereon at the rate of seven (7%) per cent per annum during any continuous period of six months, but in the event of, and as often as there shall be any such failure, the preferred stock shall upon the expiration of each and every such period, have the same voting powers as the holders of the common stock, namely, one vote for each share of stock, until all accumulated dividends on the preferred stock shall have been fully paid, whereupon all voting rights in the preferred stock shall cease and shall be vested exclusively in the common stock. The corporation shall not without the affirmative vote or written consent of the holders of record of all of the shares of preferred stock outstanding, create or issue any stock having rights prior to or equal with the preferred stock.

SIXTH: Whenever all accrued dividends on the preferred stock shall have been set aside or paid, the Board of Directors may declare and pay dividends on the common stock out of any remaining surplus or net earnings. In the event of any liquidation, dissolution or winding up, whether voluntary or involuntary, of the corporation, after the payment to the holders of preferred stock of the par value of their shares and all dividends accrued thereon, all the remaining assets and funds of the corporation shall be distributed and paid to the holders of the common stock, pro rata, according to the number of shares by them respectively held.

SEVENTH: The names and places of residence of each of the original subscribers to the capital stock, and the number of shares subscribed for by each of them are as follows:

NAME	RESIDENCE	NO. OF SHARES
T. L. Croteau	Wilmington, Delaware	6
H. E. Knox	Wilmington, Delaware	2
S. E. Dill	Wilmington, Delaware	2

EIGHTH: This corporation is to have perpetual existence.

NINTH: The private property of the stockholders shall not be subject to the payment of corporate debts to any extent whatsoever.

TENTH: The Board of Directors of the corporation shall have power to issue the authorized shares of stock of the corporation from time to time for such consideration as they may fix and as may be permitted by law.

ELEVENTH: The following provisions are inserted for the regulation of the business and for the conduct of the affairs of the corporation, and to create, define, limit and regulate the powers of the corporation and of its directors and stockholders:

1. The By-Laws of the corporation may fix and alter the number of Directors and may prescribe their term of office, and from time to time the number of Directors may be increased or decreased by amendment of the By-Laws, provided that in no case shall the number of directors be less than three. In case of any increase in the number of directors the additional directors shall be chosen by the directors for a term to continue until the next annual meeting of the stockholders or until their successors are elected and qualify.

2. The Board of Directors, by a resolution passed by a majority of the whole Board, may designate two or more of their number to constitute an Executive Committee, who, to the extent provided in said resolution or by-laws of the corporation, shall have and may exercise the powers of the Board of Directors in the management of the business and affairs of the corporation, and shall have power to authorize the seal of the corporation to be affixed to all papers which may require it.

3. The Board of Directors shall have power to make, alter or amend or repeal the By-Laws of the corporation, but the By-Laws so made, altered or amended by the Directors may be altered or repealed by the stockholders.

4. No holder of stock shall be entitled, as of right, to subscribe for, purchase or receive any part of any authorized but unissued stock or of any new or additional issue of stock, preferred or common, or of bonds, notes, debentures or other securities convertible into stock, but all such unissued, new or additional shares of stock or bonds, notes, debentures or other securities convertible into stock, may be issued and disposed of by the Board of Directors to such person or persons and on such terms and for such consideration (so far as may be permitted by law) as the Board of Directors in their absolute discretion may deem advisable.

5. Except as herein otherwise expressly provided the corporation reserves the right to amend, alter, change or repeal any provision herein contained, in the manner now or hereafter prescribed by law, and all rights conferred on stockholders hereunder are granted subject to this provision.

6. No stockholder or stockholders holding less than forty per cent of the total stock issued shall be entitled to an examination of the books of account or documents or papers or vouchers of this corporation except by a resolution of the Board of Directors giving such privilege and an examination shall then be had only at the time and place, in the manner, to the extent and by the person named in such resolution of the Board of Directors excepting always from this restriction such corporate records as are by statute open to the inspection of stockholders, provided, however, that, during any time when the Preferred Stock shall be entitled to vote as hereinbefore provided, the holders of a majority thereof may, through an agent duly designated in writing, examine the books and records of the Company at such reasonable times as shall not unduly interfere with the orderly conduct of the business of the Corporation. This restriction shall not be construed to limit the right or power of any officer of the corporation to examine the books, papers or vouchers of said corporation.

7. A Director of this corporation shall not in the absence of fraud be disqualified by his office from dealing or contracting with the corporation, either as vendor, purchaser or otherwise, nor in the absence of fraud shall any transaction or contract of this corporation be void or voidable by reason of the fact that any director or any firm of which any director is a member, or any corporation of which any director is a shareholder or director, is in any way interested in such transaction or contract, provided that such transaction or contract is or shall be authorized, ratified or approved either (1) by vote of the majority of a quorum of the Board of Directors, or of the Executive Committee, without counting in such majority or quorum any director so interested, or a member of a firm so interested,

or a shareholder or director of a corporation so interested; (2) by vote at a stockholders' meeting of the holders of record of a majority of all the outstanding shares of the capital stock of the corporation or by writing or writings signed by a majority of such holders; nor shall any director be liable to account to the corporation for any profit realized by him from or through any such transaction or contract of this corporation ratified or approved as aforesaid, by reason of the fact that he or any firm of which he is a member or any corporation of which he is a shareholder or director was interested in such transaction or contract. Nothing herein contained shall create any liability in the events above described or prevent the authorization, ratification or approval of such contracts or transactions in any other manner provided by law.

We, the undersigned, being each of the original subscribers to the capital stock hereinbefore named, for the purpose of forming a corporation to do business both within and without the State of Delaware, and in pursuance to an Act of the Legislature of the State of Delaware, entitled "An Act Providing a General Corporation Law", (approved March 10, 1899), and the acts amendatory thereof and supplemental thereto, do make and file this certificate, hereby declaring and certifying that the facts herein stated are true, and do respectively agree to take the number of shares of stock hereinbefore set forth, and accordingly do hereunto set our hands and seals this 5th day of September, A. D. 1919.

	T. L. Croteau	(SEAL)
IN PRESENCE OF:	H. E. Knox	(SEAL)
Herbert E. Latter	S. E. Dill	(SEAL)

0014

STATE OF DELAWARE,)
: ss:
COUNTY OF NEW CASTLE,)

BE IT REMEMBERED, that on this 5th day of September, A. D. 1919, personally came before me, Herbert E. Latter, a Notary Public for the State of Delaware, T. L. Croteau, H. E. Knox and S. E. Dill, all the parties to the foregoing certificate of incorporation, known to me personally to be such, and severally acknowledged the said certificate to be the act and deed of the signers respectively and that the facts therein as stated are truly set forth.

GIVEN under my hand and seal of office the day and year aforesaid.

Herbert E. Latter
Notary Public

HERBERT E. LATTER
NOTARY PUBLIC
APPOINTED FEB. 25, 1919
TERM TWO YEARS
STATE OF DELAWARE

State of Delaware

Office of Secretary of State

I, MICHAEL RATCHFORD, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "THE COCA-COLA COMPANY" FILED IN THIS OFFICE ON THE TWENTY-THIRD DAY OF NOVEMBER, A.D. 1926, AT 9 O'CLOCK A.M.

* * * * * * * * * * *

DEPARTMENT OF STATE
OFFICE OF THE SECRETARY OF STATE
DELAWARE

722070140

Michael Ratchford, Secretary of State

AUTHENTICATION: 3374850

DATE: 03/10/1992

R.O.B. NOV 23 1926 9 A.M.

11-23-26

CERTIFICATE OF AMENDMENT

OF

CERTIFICATE OF INCORPORATION

THE COCA-COLA COMPANY, a corporation organized and existing under and by virtue of the provisions of an Act of the General Assembly of the State of Delaware, entitled AN ACT PROVIDING A GENERAL CORPORATION LAW, approved March 10, 1899, and the acts amendatory thereof and supplemental thereto, the Certificate of Incorporation of which was filed in the office of the Secretary of State of Delaware on September 5, 1919, and recorded in the office of the Recorder of Deeds for New Castle County, State of Delaware, on September 5, 1919, DOES HEREBY CERTIFY:

FIRST: That at a meeting of the Board of Directors of said THE COCA-COLA COMPANY, duly held and convened, a resolution was duly adopted setting forth an amendment proposed to the Certificate of Incorporation of said corporation as follows:

That the Certificate of Incorporation of THE COCA-COLA COMPANY be amended by striking out the Fourth Article thereof and by inserting in lieu thereof the following:

FOURTH: The number of shares of stock that may be issued by said corporation is Five Hundred Thousand (500,000) and the Five Hundred Thousand (500,000) shares are to be common stock without nominal or par value.

The number of shares with which said corporation shall begin business shall be ten (10) shares of common stock of no nominal or par value.

By striking out the Fifth Article of the Certificate of Incorporation of said corporation.

By striking out that portion of the Sixth Article with reference to preferred stock, so that said Article shall read, as follows:

SIXTH: The Board of Directors may declare and pay dividends on the common stock out of the surplus and/or net earnings of the company. In the event of any liquidation, dissolution, or winding up, whether voluntary or involuntary, of the corporation, all assets and funds of the corporation shall be distributed and paid to the holders of the common stock pro rata according to the number of shares by them respectively held.

By striking from the Eleventh Article, Paragraph 6, thereof, the following:

* * * provided, however, that during any time when the preferred stock shall be entitled to vote as hereinbefore provided, the holders of a majority thereof may, through an agent duly designated in writing, examine the books and records of the company at such reasonable times as shall not unduly interfere with the orderly conduct of the business of the corporation.

so that said Paragraph 6 shall read, as follows:

6. No stockholder, or stockholders holding less than forty per cent. of the total stock issued shall be entitled to an examination of the books of account or documents of papers or vouchers of this corporation except by a resolution of the Board of Directors giving such privileges and an examination shall then be had only at the time and place, in the manner, to the extent and by the person named in such resolution of the Board of Directors, excepting always from this restriction such corporate records as are by statute open to the inspection of stockholders. This restriction

shall not be construed to limit the right or power of any Officer of the corporation to examine the books, papers or vouchers of said corporation.

and declaring said amendments advisable and calling a meeting of the stockholders of said corporation for consideration thereof.

SECOND: That thereafter, pursuant to the aforesaid resolutions of its Board of Directors, a special meeting of the stockholders of said THE COCA-COLA COMPANY was duly called and held, in accordance with law and the By-laws of said corporation, at the office of the company in the City of Atlanta, State of Georgia, on the eighteenth day of November, 1926, at 11:00 o'clock, in the forenoon, at which meeting more than a majority of the voting stockholders of said corporation were present in person or by proxy, that at said meeting a vote of the stockholders by ballot, in person or by proxy, was taken for and against said proposed amendments, which vote was conducted by F. S. Chalmers and Joseph J. Bennett two Judges appointed for that purpose by said meeting; and that at said meeting, by vote conducted as aforesaid, said amendments were adopted, the persons or bodies corporate holding the majority of the issued and outstanding voting stock of said corporation voting for said proposed amendments, to wit: 351,837 shares out of the total issue of 500,000 shares were voted for said proposed amendments and no shares were voted against the same, all as appears by the duplicate certificates made by said Judges, one of which is hereto attached, marked Exhibit "A", and made a part hereof.

IN WITNESS WHEREOF, said THE COCA-COLA COMPANY has caused its corporate seal to be hereunto affixed and this certificate to be signed by R. W. WOODRUFF, its President,

and S. F. BOYKIN, its Secretary, this the 18th day of November, 1926.

THE COCA-COLA COMPANY,

By R. W. WOODRUFF
President

By S. F. BOYKIN
Secretary

THE COCA-COLA COMPANY
CORPORATE SEAL
1919
DELAWARE

STATE OF GEORGIA,)
) SS.
COUNTY OF FULTON)

BE IT REMEMBERED that on this eighteenth day of November A. D. 1926, personally came before me H. B. Garner, a Notary Public in and for the County and State aforesaid, R. W. Woodruff, President of THE COCA-COLA COMPANY, a corporation of the State of Delaware, the corporation described in and which executed the foregoing certificate, known to me personally to be such, and he, the said R. W. Woodruff as such President, duly executed said certificate before me and acknowledged the said certificate to be his act and deed and the act and deed of said corporation; that the signatures of the said President and of the Secretary of said corporation to said foregoing certificate are in the handwriting of the said President and Secretary of said Company respectively, and that the seal affixed to said Certificate is the common or corporate seal of said corporation, and that his act of sealing, executing, acknowledging and delivering the said certificate was duly authorized by the board of directors and stockholders of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal of office the day and year aforesaid.

H. B. GARNER
Notary Public

H. B. Garner, Notary Public, Georgia, State at Large.

My Commission Expires May 6, 1929.

H. B. GARNER
NOTARY PUBLIC
GEORGIA, STATE AT LARGE
ATLANTA, GA.

"A"

JUDGES' CERTIFICATE

TO: S. F. BOYKIN, Secretary of
THE COCA-COLA COMPANY:

WE: THE UNDERSIGNED, F. S. CHALMERS and JOSEPH J. BENNETT DO HEREBY CERTIFY that at a special meeting of the stockholders of said THE COCA-COLA COMPANY held on the eighteenth day of November, A. D. 1926, at 11:00 o'clock, in the forenoon, to consider the resolutions duly adopted by the Board of Directors of said Company at a meeting of said Board duly held and convened, proposing and declaring advisable amendments to the Certificate of Incorporation of said Company for the purpose of amending Articles 4, 5, 6 and 11, as hereinafter set forth, we were appointed by said meeting of stockholders Judges for the purpose of conducting the vote of the stockholders taken at said meeting for and against the said amendments; that said proposed amendments were, as follows:

That the Certificate of Incorporation of said THE COCA-COLA COMPANY be amended by striking out Article Fourth thereof and by inserting in lieu thereof, the following:

FOURTH: The number of shares of stock that may be issued by said corporation is Five Hundred Thousand (500,000) and the Five Hundred Thousand (500,000) shares are to be common stock without nominal or par value.

The number of shares with which said corporation shall begin business shall be ten (10) shares of common stock of no nominal or par value.

By striking out the Fifth Article of the Certificate of Incorporation of said corporation.

By striking out that portion of the Sixth Article with reference to preferred stock, so that said Article shall read, as follows:

SIXTH: The Board of Directors may declare and pay dividends on the common stock out of the surplus and/or net earnings of the company. In the event of any liquidation, dissolution, or winding up, whether voluntary or involuntary, of the corporation, all assets and funds of the corporation shall be distributed and paid to the holders of the common stock pro rata according to the number of shares by them respectively held.

By striking from the Eleventh Article, Paragraph 6, thereof, the following:

* * * provided, however, that during any time when the preferred stock shall be entitled to vote as hereinbefore provided, the holders of a majority thereof may, through an agent duly designated in writing, examine the books and records of the company at such reasonable times as shall not unduly interfere with the orderly conduct of the business of the corporation.

so that said Paragraph 6 shall read, as follows:

6. No stockholder, or stockholders holding less than forty per cent. of the total stock issued shall be entitled to an examination of the books of account or documents or papers or vouchers of this corporation except by a resolution of the Board of Directors giving such privileges and an examination shall then be had only at the time and place, in the manner, to the extent and by the person named in such resolution of the Board of Directors, excepting

always from this restriction such corporate records as are by statute open to the inspection of stockholders. This restriction shall not be construed to limit the right or power of any Officer of the corporation to examine the books, papers or vouchers of said corporation.

That at said stockholders' meeting the vote of said stockholders by ballot in person or by proxy, was taken for and against said proposed amendments; that said vote was conducted by the subscribers as Judges appointed as aforesaid for that purpose; that as said Judges we decided upon the qualifications of the stockholders voting at said meeting for and against the said proposed amendments, and when said vote was completed we did count and ascertain the number of shares voted respectively for and against the proposed amendments and did find and declare that the persons or bodies corporate holding the majority of the issued and outstanding voting stock of said corporation had voted in favor of said amendments, to wit: 351,837 shares out of the total issue of 500,000 shares were voted for said amendments, and no shares were voted against the same.

IN WITNESS WHEREOF, we have made out the foregoing certificate in duplicate and subscribed our names hereto, this the 18th day of November, 1926.

F. S. CHALMERS

JOSEPH J. BENNETT

JUDGES

State of Delaware

Office of Secretary of State

I, MICHAEL RATCHFORD, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "THE COCA-COLA COMPANY" FILED IN THIS OFFICE ON THE THIRD DAY OF MARCH, A.D. 1927, AT 1 O'CLOCK P.M.

* * * * * * * * * * *

Michael Ratchford, Secretary of State

AUTHENTICATION: 3374858

DATE: 03/10/1992

722070141

3-3-27

CERTIFICATE OF AMENDMENT

OF

CERTIFICATE OF INCORPORATION

THE COCA-COLA COMPANY, a corporation organized and existing under and by virtue of the provisions of an Act of the General Assembly of the State of Delaware, entitled "An Act Providing a General Corporation Law," approved March 10, 1899, and the acts amendatory thereof and supplemental thereto, the certificate of incorporation of which was filed in the office of the Secretary of State of Delaware on September 5, 1919, and recorded in the office of the Recorder of Deeds for New Castle County, State of Delaware, on September 5, 1919, DOES HEREBY CERTIFY:

FIRST: That at a meeting of the Board of Directors of said THE COCA-COLA COMPANY, duly held and convened, a resolution was duly adopted setting forth an amendment proposed to the certificate of incorporation of said corporation, as follows:

That the Certificate of Incorporation of said THE COCA-COLA COMPANY be amended by striking out "500,000" in the Fourth Article of said Certificate of Incorporation and by inserting in lieu thereof "1,000,000" so that the Fourth Article of the Certificate of Incorporation shall read, as follows:

FOURTH: The number of shares of stock that may be issued by said Corporation is 1,000,000 and the 1,000,000 shares are to be common stock without nominal or par value.

The number of shares with which said corporation shall begin business shall be ten (10) shares of common stock

of no nominal or par value.

and declaring said amendment advisable and calling a meeting of the stockholders of said corporation for consideration thereof.

SECOND: That thereafter, pursuant to the aforesaid resolution of its Board of Directors, a meeting of the stockholders of said THE COCA-COLA COMPANY was duly called and held, in accordance with law and the by-laws of said corporation, at the office of the Company in the City of Atlanta, State of Georgia, on the 28th day of February, 1927, at eleven o'clock, in the forenoon, at which meeting more than a majority of the voting stockholders of said corporation were present in person or by proxy, that at said meeting a vote of the stockholders by ballot, in person or by proxy, was taken for and against said proposed amendment, which vote was conducted by F. S. Chalmers and J. J. Bennett two Judges appointed for that purpose by said meeting; and that at said meeting, by vote conducted as aforesaid, said amendment was adopted, the persons or bodies corporate holding the majority of the issued and outstanding voting stock of said corporation voting for said proposed amendment, to wit: 411,061 shares out of the total issue of 500,000 shares were voted for said proposed amendment and no shares were voted against the same, all as appears by the duplicate certificates made by said Judges, one of which is hereto attached, marked "A", and made a part hereof.

IN WITNESS WHEREOF, said THE COCA-COLA COMPANY has caused its corporate seal to be hereunto affixed and this certificate to be signed by R. W. WOODRUFF, its President, and S. F. BOYKIN, its Secretary, this the 28th day of February, 1927.

THE COCA-COLA COMPANY
CORPORATE SEAL
1919 DELAWARE

THE COCA-COLA COMPANY,
By R. W. WOODRUFF President
By S. F. BOYKIN Secretary

STATE OF GEORGIA,)
) SS.
COUNTY OF FULTON.)

BE IT REMEMBERED that on this 28th day of February, A. D. 1927, personally came before me, W. A. LANDERS, a Notary Public in and for the County and State aforesaid, R. W. WOODRUFF, President of THE COCA-COLA COMPANY, a corporation of the State of Delaware, the corporation described in and which executed the foregoing certificate, known to me personally to be such, and he, the said R. W. WOODRUFF, as such President, duly executed said certificate before me and acknowledged the said certificate to be his act and deed and the act and deed of said corporation; that the signatures of the said President and of the Secretary of said corporation to said foregoing certificate are in the handwriting of the said President and Secretary of said Company respectively, and that the seal affixed to said Certificate is the common or corporate seal of said corporation, and that his act of sealing, executing, acknowledging and delivering the said certificate was duly authorized by the Board of Directors and stockholders of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal of office the day and year aforesaid.

W. A. LANDERS
NOTARY PUBLIC
State of Ga. at Large

W. A. LANDERS
NOTARY PUBLIC
STATE OF GEORGIA AT LARGE

"A"

JUDGES' CERTIFICATE

* * * *

TO: S. F. BOYKIN, Secretary of
THE COCA-COLA COMPANY:

WE: THE UNDERSIGNED, F. S. CHALMERS and J. J. BENNETT DO HEREBY CERTIFY that at a meeting of the stockholders of said THE COCA-COLA COMPANY, held on the 28th day of February, A. D. 1927, at eleven o'clock, in the forenoon, to consider the resolution duly adopted by the Board of Directors of said Company at a meeting of said Board duly held and convened, proposing and declaring advisable an amendment to the certificate of incorporation of said Company for the purpose of amending Article Fourth as hereinafter set forth, we were appointed by said meeting of stockholders Judges for the purpose of conducting the vote of the stockholders taken at said meeting for and against the said amendment; that said proposed amendment was as follows;

That the Certificate of Incorporation of said THE COCA-COLA COMPANY be amended by striking out "500,000" in the Fourth Article of said Certificate of Incorporation and by inserting in lieu thereof "1,000,000" so that the Fourth Article of the Certificate of Incorporation shall read as follows:

FOURTH: The number of shares of stock that may be issued by said Corporation is 1,000,000 and the 1,000,000 shares are to be common stock without nominal or par value.

The number of shares with which said Corporation shall begin business shall be ten (10) shares of common

stock of no nominal or par value.

That at said stockholders' meeting the vote of said stockholders by ballot in person or by proxy, was duly taken for and against said proposed amendment; that said vote was conducted by the subscribers as Judges appointed as aforesaid for that purpose; that as said Judges we decided upon the qualifications of the stockholders voting at said meeting for and against the said proposed amendment, and when said vote was completed we did count and ascertain the number of shares voted respectively for and against the proposed amendment and did find and declare that the persons or bodies corporate holding the majority of the issued and outstanding voting stock of said corporation had voted in favor of said amendment, to wit: 411,061 shares out of the total issue of 500,000 shares were voted for said amendment, and no shares were voted against the same.

IN WITNESS WHEREOF, we have made out the foregoing certificate in duplicate and subscribed our names hereto, this the 28th day of February, 1927.

F. S. CHALMERS

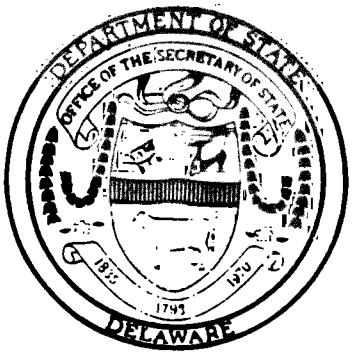
J. J. BENNETT
JUDGES

State of Delaware

Office of Secretary of State

I, MICHAEL RATCHFORD, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "THE COCA-COLA COMPANY" FILED IN THIS OFFICE ON THE TWELFTH DAY OF DECEMBER, A.D. 1928, AT 1 O'CLOCK P.M.

* * * * * * * * * * *



Michael Ratchford, Secretary of State

AUTHENTICATION: 3374864

DATE: 03/10/1992

722070142

CERTIFICATE OF AMENDMENT

OF

CERTIFICATE OF INCORPORATION

THE COCA-COLA COMPANY, a corporation organized and existing under and by virtue of the provisions of an Act of the General Assembly of the State of Delaware, entitled "An Act Providing a General Corporation Law", approved March 10, 1899, and the acts amendatory thereof and supplemental thereto, the Certificate of Incorporation of which was filed in the Office of the Secretary of State of Delaware on September 5, 1919, and recorded in the Office of the Recorder of Deeds for New Castle County, State of Delaware, on September 5, 1919, DOES HEREBY CERTIFY:

That, it appearing by the Certificate of the Judges appointed for the purpose of conducting, at the special meeting of the stockholders of the above corporation held on the 8th day of December, A. D. 1928, in the City of Atlanta, State of Georgia, at ten thirty o'clock in the forenoon, for the consideration of the amendments hereinafter set forth, the vote of stockholders for and against the adoption of said amendments, that the persons or bodies corporate holding the majority of the issued and outstanding voting stock of said corporation have voted in favor thereof, the following amendments to the Certificate of Incorporation of the above corporation were duly adopted in accordance with the provisions of Section 26 of the General Corporation Law of the State of Delaware, as amended:

That the Fourth Article of the Certificate of Incorporation of this corporation be amended by adding thereto immediately following "par value" in the first paragraph of said Article the following:

"Also the corporation may issue, in addition to the 1,000,000 shares of Common Stock without nominal or par value, 1,000,000 shares of Special Stock to be known and designated as Class "A" Stock, said stock to be without nominal or par value. This stock may be subscribed for or sold for such considerations and at such values as the Board of Directors of the Corporation shall from time to time fix and as may be permitted by law; and the same may be issued by the Board of Directors either for cash or other property, real or personal, including stocks, bonds and other securities issued by other corporations, persons, firms or associations, ormay be issued and distributed to the holders of the stock of the Corporation at the time outstanding as a stock dividend as provided by law. So that Article Four, when amended, shall read as follows:

"FOURTH: The number of shares of stock that may be issued by said corporation is 1,000,000 and the 1,000,000 shares are to be common stock without nominal or par value. Also the corporation may issue, in addition to the 1,000,000 shares of Common Stock without nominal or par value, 1,000,000 shares of Special Stock to be known and designated as Class "A" Stock, said stock to be without nominal or par value. This stock may be subscribed for or sold for such considerations and at such values as the Board of Directors of the Corporation shall from time to time fix and as may be permitted by law; and the same may be issued by the Board of Directors either for cash or other property, real or personal,

including stocks, bonds and other securities issued by other corporations, persons, firms or associations, or may be issued and distributed to the holders of the stock of the Corporation at the time outstanding as a stock dividend as provided by law."

"The number of shares with which said corporation shall begin business shall be ten (10) shares of common stock of no nominal or par value."

By adding a paragraph to be known as Article 5, said Article 5 to be as follows:

"FIFTH: The holders of the Class "A" Stock shall be entitled to receive when and as declared by the Board of Directors, from the annual net profits or net assets, in excess of the capital of the corporation, yearly dividends at the rate of Three ($3) Dollars per share, and no more, payable semi-annually on dates to be fixed by the Board of Directors; the dividends shall be cumulative, and shall be payable or provided for before any dividend on the common stock shall be paid or set apart. Whenever all cumulative dividends on said Class "A"Stock for all previous years shall have been declared and shall have become payable, and the accrued installment for the current year shall have been declared and the company shall have paid such dividends for previous years and such accrued installment or shall have set apart from its annual net profits or net assets, in excess of capital, a sum sufficient for the payment thereof, the Board of Directors may declare dividends on the common stock payable then and thereafter out of any remaining funds available for dividends. In the event of any liquidation, dissolution, or winding up, either voluntary or involuntary, of the company, the holders of this

stock shall be entitled first, to receive all unpaid cumulative dividends and the accrued and accruing installment for the current year, and then share in the remaining assets of the corporation on an equality with the common stock now issued. However, in the event of liquidation, dissolution, or winding up, if common stock, in addition to the 1,000,000 shares now outstanding, has been issued, then said Class "A" Stock shall not share in the consideration received therefrom or substituted therefor, otherwise in the event of liquidation, dissolution, or winding up, said Class "A" Stock shall share in one-half of the assets, irrespective of the number of shares of common stock then outstanding. In no event are the holders of the Class "A" Stock to receive more than Fifty Two Dollars and Fifty ($52.50) Cents per share plus the dividends as above set out. A sale, reorganization, consolidation, or merger are not included in the terms "liquidation", "dissolution", or "winding up". Said Class "A" Stock, all or any part thereof, from time to time, shall, at the option of the Board of Directors be subject to call on any dividend paying date after date of issue at the price of Fifty Two Dollars and Fifty $52.50) Cents per share, and dividends accumulated and unpaid thereon. The method of call, which shall include the way of determining what stock is to be called, shall be fixed by the Board of Directors in the resolution of issue, and from time to time, by resolution or resolutions, the Board of Directors shall determine the number of shares to be called and the time or times for calling same. The holder or holders of the share or shares called shall receive thirty (30) days written notice of the call, said notice to be deposited in the United States mail addressed to the address shown by the

records of the company or the last known place of business or residence of said holder. Prior to the expiration of thirty (30) days, after it has been determined what stock is to be called, the company shall deposit in the Trust Company of Georgia, at Atlanta, Georgia, or some Trust Company in the Borough of Manhattan, or some other Trust Company or Bank that might be designated from time to time by the Board of Directors, an amount sufficient to pay the call price on the stock called, plus all unpaid and accruing dividends up to and including the date of the call, which date for the purpose of determining the amount to be deposited is hereby fixed as at the expiration of the thirty (30) days. The deposit of such money shall forever bar any holder of the stock called from any claim or claims of any nature whatsoever against the company, except as to said fund so deposited. The person or persons entitled to receive the notice and the call price is to be conclusively determined by the stock records of the company as of the date on which the call is made, and that date shall be conclusively deemed the date designated by the Board of Directors. The company shall have the right to purchase in open market and/or at private sale any of such Class "A" shares of stock, to retire the stock so purchased, or hold the same without retirement, to sell, resell, or transfer the same, for such considerations and under such terms and conditions as the Board of Directors in its sole discretion shall or may deem advisable, and the company shall have the right, through its Board of Directors, to exchange the Class "A" Stock so acquired and not retired, for stock in this corporation or stock in other corporations. Said stock to be non-assessable and to be non-voting, except that said stock shall

have the right to vote in the event of and as often as, but only so long as, there shall be a failure in the payment of two consecutive dividend payments, but when said payment or payments have been made, said right shall in each instance cease. Said Class "A" Stock to have such other and further designations, preferences and relative, participating, optional or other special rights, or conditions, qualifications, limitations or restrictions, not inconsistent herewith, as shall or may be deemed advisable in the sole discretion of the Board of Directors in the resolution or resolutions providing for the issue of said stock."

By amending the Sixth Article of the Certificate of Incorporation so that same shall be as follows:

"SIXTH: Whenever all dividends on the Class "A" Stock shall have been paid or set aside as is provided for in Article Five, the Board of Directors may declare and pay on the common stock dividends out of any remaining annual net profits or net assets in excess of capital. In the event of any liquidation, dissolution or winding up, either voluntary or involuntary, the assets shall be distributed and paid as is provided for by Article Five."

By adding a paragraph to be known as Article 6 (a), as follows:

"SIXTH (a): That the capital of the corporation will not be reduced under or by reason of these amendments."

IN WITNESS WHEREOF, the said THE COCA-COLA COMPANY has caused its corporate seal to be hereunto affixed and this certificate to be signed by W. M. BROWNLEE , its Vice-Preside

and S. F. BOYKIN, its Secretary, this the 10th day of December, 1928.

By W. M. Brownlee
Vice-President

By S. F. Boykin
Secretary

THE COCA-COLA COMPANY
CORPORATE SEAL 1919
DELAWARE

STATE OF GEORGIA)
) SS.
COUNTY OF FULTON)

BE IT REMEMBERED that on this 10th day of December, 1928, personally came before me, J. E. Jackson, Jr., a Notary Public in and for the County and State aforesaid, W. M. BROWNLEE, Vice-President of THE COCA-COLA COMPANY, a corporation of the State of Delaware, the corporation described in and which executed the foregoing certificate, known to me personally to be such, and he, the said W. M. BROWNLEE, as such Vice-President, duly executed said certificate before me and acknowledged the said certificate to be his act and deed and the act and deed of said corporation; that the signatures of the said Vice-President and of the Secretary of said corporation to said foregoing certificate are in the handwriting of the said Vice-President and Secretary of said Company respectively, and that the seal affixed to said certificate is the common or corporate seal of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal of office the day and year aforesaid.

J. E. Jackson, Jr.
Notary Public

J. E. Jackson, Jr.
Notary Public, Fulton County, Georgia
My Commission Expires June 19, 1929

J. E. JACKSON, JR.
NOTARY PUBLIC
FULTON COUNTY, GA.

"A"

JUDGES' CERTIFICATE

To: S. F. BOYKIN,

Secretary of THE COCA-COLA COMPANY.

WE, THE UNDERSIGNED, Frank Troutman and F. S. Chalmers, DO HEREBY CERTIFY that at a special meeting of the stockholders of THE COCA-COLA COMPANY held on the 8th day of December, A. D. 1928, at ten thirty o'clock in the forenoon, to consider the resolutions duly adopted by the Board of Directors of said Company at a meeting of said Board duly held and convened, proposing and declaring advisable certain amendments to the Certificate of Incorporation of said Company for the purpose of amending Articles Four, Five, Six and Six (a), as hereinafter set forth, we were appointed by said meeting of stockholders, Judges for the purpose of conducting the vote of the stockholders taken at said meeting for and against the said amendments; that said proposed amendments were as follows:

That the Fourth Article of the Certificate of Incorporation of this corporation be amended by adding thereto immediately following "par value" in the first paragraph of said Article the following:

"Also the corporation may issue, in addition to the 1,000,000 shares of Common Stock without nominal or par value, 1,000,000 shares of Special Stock to be known and designated as Class "A" Stock, said stock to be without nominal or par value. This stock may be subscribed for or

sold for such considerations and at such values as the Board of Directors of the Corporation shall from time to time fix and as may be permitted by law; and the same may be issued by the Board of Directors either for cash or other property, real or personal, including stocks, bonds and other securities issued by other corporations, persons, firms or associations, or may be issued and distributed to the holders of the stock of the Corporation at the time outstanding as a stock dividend as provided by law."

So that Article Four, when amended, shall read as follows:

"FOURTH: The number of shares of stock that may be issued by said corporation is 1,000,000 and the 1,000,000 shares are to be common stock without nominal or par value. Also the corporation may issue, in addition to the 1,000,000 shares of Common Stock without nominal or par value, 1,000,000 shares of Special Stock to be known and designated as Class "A" Stock, said stock to be without nominal or par value. This stock may be subscribed for or sold for such consideration and at such values as the Board of Directors of the Corporation shall from time to time fix and as may be permitted by law; and the same may be issued by the Board of Directors either for cash or other property, real or personal, including stocks, bonds and other securities issued by other corporations persons, firms or associations, or may be issued and distributed to the holders of the stock of the Corporation at the time outstanding as a stock dividend as provided by law."

"The number of shares with which said corporation shall begin business shall be ten (10) shares of common stock of no nominal or par value.

By adding a paragraph to be known as Article 5, said Article 5 to be as follows:

"FIFTH: The holders of the Class "A" Stock shall be entitled to receive when and as declared by the Board of Directors, from the annual net profits or net assets, in excess of the capital of the corporation, yearly dividends at the rate of Three ($3) Dollars per share, and no more, payable semi-annually on dates to be fixed by the Board of Directors; the dividends shall be cumulative, and shall be payable or provided for before any dividend on the common stock shall be paid or set apart. Whenever all cumulative dividends on said Class "A" stock for all previous years shall have been declared and shall have become payable, and the accrued installment for the current year shall have been declared and the company shall have paid such dividends for previous years and such accrued installment or shall have set apart from its annual net profits or net assets, in excess of capital, a sum sufficient for the payment thereof, the Board of Directors may declare dividends on the common stock payable then and thereafter out of any remaining funds available for dividends. In the event of any liquidation, dissolution, or winding up, either voluntary or involuntary, of the company, the holders of this stock shall be entitled first, to receive all unpaid cumulative dividends and the accrued and accruing installment for the current year, and then share in the remaining assets of the corporation on an equality with the common stock now issued. However, in the event of liquidation, dissolution, or winding up, if common stock, in addition to the 1,000,000 shares now outstanding, has been issued,

then said Class "A" Stock shall not share in the consideration received therefrom or substituted therefor, otherwise in the event of liquidation, dissolution or winding up, said Class "A" Stock shall share in one-half of the assets, irrespective of the number of shares of common stock then outstanding. In no event are the holders of the Class "A" Stock to receive more than Fifty-Two Dollars and Fifty ($52.50) Cents per share plus the dividends as above set out. A sale, reorganization, consolidation, or merger are not included in the terms "liquidation", "dissolution", or "winding up." Said Class "A" Stock, all or any part thereof from time to time, shall, at the option of the Board of Directors be subject to call on any dividend paying date after date of issue at the price of Fifty Two Dollars and Fifty ($52.50) Cents per share, and dividends accumulated and unpaid thereon. The method of call, which shall include the way of determining what stock is to be called, shall be fixed by the Board of Directors in the resolution of issue, and from time to time, by resolution or resolutions, the Board of Directors shall determine the number of shares to be called and the time or times for calling same. The holder or holders of the share or shares called shall receive thirty (30) days written notice of the call, said notice to be deposited in the United States mail addressed to the address shown by the records of the company or the last known place of business or residence of said holder. Prior to the expiration of thirty (30) days, after it has been determined what stock is to be called, the company shall deposit in the Trust Company of Georgia, at Atlanta, Georgia, or some Trust Company in the Borough of Manhattan, or some Trust Company or Bank that might be designated from time to time by the Board of Directors, an amount sufficient

to pay the call price on the stock called, plus all unpaid and accruing dividends up to and including the date of the call, which date for the purpose of determining the amount to be deposited is hereby fixed as at the expiration of the thirty (30) days. The deposit of such money shall forever bar any holder of the stock called from any claim or claims of any nature whatsoever against the company, except as to said fund so deposited. The person or persons entitled to receive the notice and the call price is to be conclusively determined by the stock records of the company as of the date on which the call is made, and that date shall be conclusively deemed the date designated by the Board of Directors. The company shall have the right to purchase in open market and/or at private sale any of such Class "A" shares of stock, to retire the stock so purchased, or hold the same without retirement, to sell, resell, or transfer the same, for such considerations and under such terms and conditions as the Board of Directors in its sole discretion shall or may deem advisable, and the company shall have the right, through its Board of Directors, to exchange the Class "A" Stock so acquired and not retired, for stock in this corporation or stock in other corporations. Said stock to be non-assessable and to be non-voting, except that said stock shall have the right to vote in the event of and as often as, but only so long as, there shall be a failure in the payment of two consecutive dividend payments, but when said payment or payments have been made, said right shall in each instance cease. Said Class "A" Stock to have such other and further designations, preferences and relative, participating, optional or other special rights, or conditions, qualifications, limitations or restrictions, not

inconsistent herewith, as shall or may be deemed advisable in the sole discretion of the Board of Directors in the resolution or resolutions providing for the issue of said stock."

By amending the Sixth Article of the Certificate of Incorporation, so that same shall be as follows:

"SIXTH: Whenever all dividends on the Class "A" Stock shall have been paid or set aside as is provided for in Article Five, the Board of Directors may declare and pay on the common stock dividends out of any remaining annual net profits or net assets in excess of capital. In the event of any liquidation, dissolution or winding up, either voluntary or involuntary, the assets shall be distributed and paid as is provided for by Article Five."

By adding a paragraph to be known as Article 6 (a), as follows:

"SIXTH (a): That the capital of the corporation will not be reduced under or by reason of these amendments."

That at said stockholders' meeting the vote of said stockholders by ballot in person or by proxy, was duly taken for and against said proposed amendments; that said vote was conducted by the subscribers as Judges appointed as aforesaid for that purpose; that as said Judges we decided upon the qualifications of the stockholders voting at said meeting for and against the said proposed amendments, and when said vote was completed we did count and ascertain the number of shares voted respectively for and against the proposed amendments and did find and declare that the persons or bodies corporate holding the majority of the issued and outstanding

voting stock of said corporation had voted in favor of said amendments; to wit: 773,150 shares out of the total issue of 1,000,000 shares were voted for said amendments, and none were voted against the same.

IN WITNESS WHEREOF, we have made out the foregoing certificate in duplicate and subscribed our names thereto, this 10th day of December, 1928.

J. Frank Troutman

F. S. Chalmers

State of Delaware

Office of Secretary of State

I, MICHAEL RATCHFORD, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CHANGE OF REGISTERED AGENT/OFFICE OF "THE COCA-COLA COMPANY" FILED IN THIS OFFICE ON THE NINETEENTH DAY OF NOVEMBER, A.D. 1934, AT 9 O'CLOCK A.M.

* * * * * * * * * * *

Michael Ratchford, Secretary of State

AUTHENTICATION: 3374871

DATE: 03/10/1992

722070143

R.O.B. NOV 19 1934 9 A.M.

11-19-34

CERTIFICATE OF CHANGE

OF

RESIDENT AGENT AND LOCATION OF PRINCIPAL OFFICE

OF

THE COCA-COLA COMPANY

-oOo-

Pursuant to Section 79 of the General Corporation Law of Delaware.

WE, the undersigned President and Secretary of THE COCA-COLA COMPANY, a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, being Chapter 65 of the Revised Code of Delaware of 1915 and the Acts amendatory thereof and supplemental thereto, the certificate of incorporation of which was filed in the office of the Secretary of State of Delaware and recorded in the office of the Recorder of Deeds of New Castle County, State of Delaware.

DO HEREBY CERTIFY that the below and following is a true and correct copy of a resolution unanimously adopted at a duly convened meeting of the Board of Directors of THE COCA-COLA COMPANY held on the 9th day of November, 1934:

RESOLVED, that the location of the principal office in the State of Delaware be and the same hereby is changed to the DuPont Building, 101 West Tenth Street, in the City of Wilmington, County of New Castle, and the resident agent in charge thereof is hereby changed to the Corporation itself.

FURTHER RESOLVED, that the said The Coca-Cola Company

be and it hereby is authorized to do and perform all of the things required by the laws of the State of Delaware to be done and performed by a resident agent of a corporation created by the laws of the State of Delaware.

FURTHER RESOLVED, that a copy of said resolution, signed by the President and Secretary, and sealed with the corporate seal of the corporation be filed in the office of the Secretary of State of the State of Delaware, and a certified copy thereof be recorded in the office of the Recorder of Deeds in and for New Castle County, State of Delaware.

IN WITNESS WHEREOF, the said THE COCA-COLA COMPANY has caused this certificate to be executed by its President and attested by its Secretary, and its corporate seal to be affixed hereto, this 16th day of November, 1934.

R. W. WOODRUFF
President.

ATTEST:

RALPH HAYES
Secretary.

THE COCA-COLA COMPANY
CORPORATE SEAL
1919
DELAWARE

State of Delaware

Office of Secretary of State

I, MICHAEL RATCHFORD, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF RETIREMENT OF STOCK OF "THE COCA-COLA COMPANY" FILED IN THIS OFFICE ON THE TWENTY-SIXTH DAY OF NOVEMBER, A.D. 1934, AT 9 O'CLOCK A.M.

* * * * * * * * * * *

Michael Ratchford, Secretary of State

AUTHENTICATION: 3374884

DATE: 03/10/1992

722070143

R.O.B. NOV 26 1934 9 A.M.

11/26/34

CERTIFICATE OF RETIREMENT

of

CLASS "A" STOCK

of

THE COCA-COLA COMPANY

Pursuant to Section 27 of the General Corporation Law of Delaware

We, Turner Jones and Ralph Hayes, Vice-President and Secretary respectively, of The Coca-Cola Company, a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, being Chapter 65 of the Revised Code of 1915, and the Acts amendatory and supplemental thereto, the certificate of incorporation of which was filed in the office of the Secretary of State of Delaware, on September 5th, 1919, and recorded in the office of the Recorder of Deeds of New Castle County, State of Delaware, on September 5th, 1919,

DO HEREBY CERTIFY:

1. That pursuant to and in accordance with the authority contained in and subject to the provisions of the certificate of Incorporation of said corporation, as amended, and pursuant to the provisions of Section 27 of the General Corporation Law of the State of Delaware, The Coca-Cola Company, by a resolution unanimously adopted by its Board of Directors on November 9, 1934, purchased out of surplus two hundred thousand (200,000) shares of its class "A" stock, without nominal or par value,

2. That the capital of the corporation has been applied to the retirement of said two hundred thousand (200,000) shares

of class "A" stock in the amount and in the manner and to the extent permitted by said Section 27 of the General Corporation Law of Delaware,

3. That, accordingly, pursuant to the provisions of said Section 27, the capital of the corporation has thereby been reduced by the amount of capital represented by said two hundred thousand (200,000) shares, to wit, one million dollars ($1,000,000.00) which is that part of surplus which had been previously transferred and treated as capital in respect of said shares, pursuant to the provisions of Section 14 of the General Corporation Law of Delaware.

4. That the assets of the corporation remaining after such retirement of said two hundred thousand (200,000) shares of Class "A" stock and such reduction of the capital of the corporation are sufficient to pay any debts of the corporation, the payment which has not otherwise been provided for.

5. That the certificate of incorporation of the corporation, as amended does not prohibit the reissue of said shares of class "A" stock so retired and accordingly, pursuant to the provisions of said Section 27, the said shares of class "A" stock retired shall have the status of authorized and unissued shares of class "A" stock.

IN WITNESS WHEREOF, we have hereunto subscribed our names and affixed the seal of said corporation the 24th day of November, 1934.

TURNER JONES
Vice-President

ATTEST:

RALPH HAYES
Secretary

THE COCA-COLA COMPANY
CORPORATE SEAL
1919
DELAWARE

STATE OF DELAWARE)
) SS.
COUNTY OF NEW CASTLE)

BE IT REMEMBERED, that on the 24th day of November, 1934, personally appeared before me, Norma I. Holmgren, a Notary Public in and for the county and State aforesaid, Turner Jones, Vice-President of The Coca-Cola Company, a Delaware corporation, one of the persons who signed the foregoing certificate of retirement of capital of said corporation, known to me personally to be such, and acknowledged said certificate to be his act and deed and that the facts therein stated are truly set forth.

GIVEN under my hand and seal of office the day and year aforesaid.

NORMA I. HOLMGREN
Notary Public

NORMA I. HOLMGREN
NOTARY PUBLIC
APPOINTED MAY 22, 1934
FOR TWO YEARS
DELAWARE

State of Delaware

Office of Secretary of State

I, MICHAEL RATCHFORD, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "THE COCA-COLA COMPANY" FILED IN THIS OFFICE ON THE TWENTY-EIGHTH DAY OF OCTOBER, A.D. 1935, AT 4 O'CLOCK P.M.

* * * * * * * * * * *

Michael Ratchford, Secretary of State

AUTHENTICATION: 3374886

DATE: 03/10/1992

722070144

10-28-35

CERTIFICATE OF AMENDMENT

-of-

CERTIFICATE OF INCORPORATION

-of-

THE COCA-COLA COMPANY

THE COCA-COLA COMPANY, a corporation organized and existing under and by virtue of the provisions of an act of the General Assembly of the State of Delaware, entitled "AN ACT PROVIDING A GENERAL CORPORATION LAW," approved March 10, 1899, and the acts amendatory thereof and supplemental thereto, the Certificate of Incorporation of which was filed in the Office of the Secretary of State of Delaware on September 5, 1919 and recorded in the Office of the Recorder of Deeds for New Castle County, State of Delaware, on September 5, 1919, DOES HEREBY CERTIFY:

FIRST: That at a meeting of the Board of Directors of said THE COCA-COLA COMPANY, duly held and convened, a resolution was duly adopted setting forth an amendment proposed to the Certificate of Incorporation of said Corporation as follows:

(1) By adding to Article IV thereof the following paragraph:

"The 1,000,000 shares of the common capital stock without par value of this corporation now authorized and issued (hereinafter sometimes referred to as "old common stock") be and the same hereby are changed into 4,000,000 shares of common capital stock without par value of this corporation (hereinafter sometimes referred to as "new common stock"). Said 4,000,000 shares of new common stock shall have as a class the same preferences, voting powers

and all other rights, qualifications and restrictions which the said 1,000,000 shares of old common stock had as a class prior to the time when this amendment shall become effective. Each of said 4,000,000 shares of new common stock shall have equal rights and shall be of like rank with the others of such shares. The aforesaid change in the number of shares of common capital stock without par value shall not effect any capitalization or impairment of any existing surplus or accumulated or undistributed profits. This corporation shall issue to the shareholders of common stock of record on a date to be designated by the Board of Directors, certificates for three shares of the new common stock for each share of the old common stock held by such shareholders respectively (in the aggregate, 3,000,000 shares of new common stock) and, from and after such date, the old certificates held by such shareholders shall be deemed to certify to the ownership of shares of the new common stock (in the aggregate, 1,000,000 shares of the new common stock.)"

(2) By striking out the first sentence of Article IV of the Certificate of Incorporation, as amended, which reads as follows:

"The number of shares of stock that may be issued by said corporation is 1,000,000 and the 1,000,000 shares are to be common stock without nominal or par value."

and by inserting in lieu thereof the following:

"The number of shares of stock that may be issued by said corporation is 4,000,000 and the 4,000,000 shares are to be common stock without nominal or par value."

(3) By striking out the figures "1,000,000" wherever the same appear with reference to common stock without nominal or par value in Articles IV and V of the Certificate

of Incorporation, as amended, of this Corporation and inserting in lieu thereof the figures "4,000,000".

(4) By adding to Article IV of the Certificate of Incorporation, as amended, the following paragraph:

"The rights, powers, privileges, priorities and preferences of the holders of the Class "A" stock of this Corporation as heretofore fixed and established shall not be altered, affected or modified in any respect or to any degree under or by reason of this Amendment."

SECOND: That thereafter, pursaunt to the aforesaid resolutions of its Board of Directors, a special meeting of the stockholders of said THE COCA-COLA COMPANY was duly called and held, in accordance with law and the By-Laws of said Corporation, at the office of the Company in the City of Wilmington, State of Delaware, on the twenty-eighth day of October, 1935, at eleven o'clock, in the forenoon, at which meeting more than a majority of the voting stockholders of said corporation were present in person or by proxy, and by a vote conducted in accordance with Section 26 of the General Corporation Law of the State of Delaware, said amendment was adopted, the persons or bodies corporate holding the majority of issued and outstanding voting stock of said Corporation voted in favor of amending the Certificate of Incorporation of The Coca-Cola Company as set forth in the preceding paragraph 1 hereto.

THIRD: That the aforesaid Amendment has been duly adopted in accordance with the provisions and requirements of Section 26 of the General Corporation Law of the State of Delaware, as amended.

FOURTH: That the capital of the Corporation will not be reduced under or by reason of this Amendment.

IN WITNESS WHEREOF, the said THE COCA-COLA COMPANY has caused its corporate seal to be hereunto affixed and this certificate to be signed by TURNER JONES, its Vice-President, and A. A. ACKLIN, its Secretary, this 28th day of October, 1935.

THE COCA-COLA COMPANY

By: TURNER JONES
Vice-President

By: A. A. ACKLIN
Secretary

THE COCA-COLA COMPANY
CORPORATE SEAL
1919
DELAWARE

STATE OF DELAWARE
COUNTY OF NEW CASTLE } ss:

BE IT REMEMBERED that on this 28th day of October, A. D. 1935, personally came before me, Norma I. Holmgren, a Notary Public in and for the County and State aforesaid, TURNER JONES, Vice-President of THE COCA-COLA COMPANY, a Delaware corporation, the corporation described in and which executed the foregoing certificate, known to me personally to be such, and he, the said TURNER JONES, as such Vice-President, duly executed said certificate before me and acknowledged the said certificate to be his act and deed and the act and deed of said corporation; that the signatures of the said Vice-President and of the Secretary of said corporation to said foregoing certificate are in the handwriting of the said Vice-President and the Secretary of said Company respectively, and that the seal affixed to said certificate is the common or corporate seal of said corporation, and that his act of sealing, executing, acknowledging and delivering the said certificate was duly authorized by the Board of Directors and Stockholders of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal of office the day and year aforesaid.

NORMA I. HOLMGREN
Notary Public

NORMA I. HOLMGREN
NOTARY PUBLIC
APPOINTED MAY 22, 1934
FOR TWO YEARS
DELAWARE

State of Delaware

Office of Secretary of State

I, MICHAEL RATCHFORD, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF RETIREMENT OF STOCK OF "THE COCA-COLA COMPANY" FILED IN THIS OFFICE ON THE FIFTH DAY OF NOVEMBER, A.D. 1935, AT 2:30 O'CLOCK P.M.

* * * * * * * * * * *

Michael Ratchford, Secretary of State

AUTHENTICATION: 3374891

DATE: 03/10/1992

722070144

R.O.B. NOV 5 1935 2:30 P.M.

CERTIFICATE OF RETIREMENT

OF

CLASS A STOCK

OF

THE COCA-COLA COMPANY

The Coca-Cola Company, a corporation organized and existing under the General Corporation Law of the State of Delaware, does hereby certify as follows:

FIRST: That the corporation, by resolution adopted by its Board of Directors at a meeting duly convened and held, has retired 128,245 shares of its issued and outstanding Class A Stock.

SECOND: That as a result of said retirement, the capital of the corporation represented by its Class A Stock has been reduced by $641,225.00, which is the amount of capital represented by the 128,245 shares of Class A Stock so retired.

THIRD: That the Certificate of Incorporation of The Coca-Cola Company, as amended, does not prohibit the reissue of the 128,245 shares of Class A Stock retired as aforesaid, and accordingly, the said 128,245 shares of Class A Stock shall have the status of authorized and unissued shares.

IN WITNESS WHEREOF, The Coca-Cola Company has caused its corporate seal to be hereunto affixed and this Certificate to be signed by Turner Jones, one of its Vice-Presidents, and by A. A. Acklin, its Secretary, this Fifth day of November, A. D. 1935.

THE COCA-COLA COMPANY,

By TURNER JONES
Vice-President

A. A. ACKLIN
Secretary

THE COCA-COLA COMPANY
CORPORATE SEAL
1919
DELAWARE

STATE OF DELAWARE |
: SS.:
NEW CASTLE COUNTY |

BE IT REMEMBERED, that on this 5th day of November, A. D. 1935, personally came before me, a Notary Public of the State and County aforesaid, TURNER JONES, Vice-President of The Coca-Cola Company, a corporation of the State of Delaware, the corporation described in and which executed the foregoing Certificate of Retirement, known to me personally to be such, and he, the said Turner Jones, as such Vice-President, duly executed said Certificate before me and acknowledged said Certificate to be his act and deed, and the act and deed of said corporation; that the signature of said Vice-President and Secretary of said corporation to said foregoing Certificate, are in the handwriting of the said Vice-President and Secretary of said Company respectively, and that the seal affixed to said Certificate is the corporate seal of said corporation, and that his act of sealing, executing, and acknowledging the said Certificate was duly authorized by the Board of Directors of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal of office the day and year aforesaid.

NORMA I. HOLMGREN
Notary Public.

NORMA I. HOLMGREN
NOTARY PUBLIC
APPOINTED MAY 22, 1934
FOR TWO YEARS
DELAWARE

State of Delaware

Office of Secretary of State

I, MICHAEL RATCHFORD, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF RETIREMENT OF STOCK OF "THE COCA-COLA COMPANY" FILED IN THIS OFFICE ON THE NINTH DAY OF DECEMBER, A.D. 1935, AT 11 O'CLOCK A.M.

* * * * * * * * * * *

Michael Ratchford, Secretary of State

AUTHENTICATION: 3374894

DATE: 03/10/1992

722070144

Sec. 27
Make Cert.
Distribute

12-4-35

CERTIFICATE OF RETIREMENT

OF

CLASS "A" STOCK

OF

THE COCA-COLA COMPANY

Pursuant to Section 27 of the General Corporation Law of Delaware.

The Coca-Cola Company, a corporation organized and existing under the General Corporation Law of the State of Delaware, the certificate of incorporation of which was filed in the office of the Secretary of State of State of Delaware on September 5th, 1919, and recorded in the office of the Recorder of Deeds of New Castle County, State of Delaware, on September 5th, 1919, does hereby certify as follows:

FIRST: That the corporation, by resolution unanimously adopted by its Board of Directors at a meeting duly convened and held on November 4, 1935, has retired seventy-one thousand seven hundred fifty-five (71,755) shares of its issued and outstanding Class "A" stock.

SECOND: That as a result of said retirment, the capital of the corporation represented by its Class "A" stock has been reduced by Three Hundred Fifty-Eight Thousand Seven Hundred Seventy-Five ($358,775) Dollars, which is the amount of capital represented by the seventy-one thousand seven hundred fifty-five (71,755) shares of Class "A" stock so retired.

THIRD: That the Certificate of Incorporation of The Coca-Cola Company, as amended, does not prohibit the

00060

issue of the seventy-one thousand seven hundred fifty-five

(71,755) shares of Class "A" stock retired as aforesaid, and accordingly, the said seventy-one thousand seven hundred fifty-five (71,755) shares of Class "A" stock shall have the status of authorized and unissued shares.

FOURTH: That the assets of the corporation remaining after such retirement of said seventy-one thousand seven hundred fifty-five (71,755) shares of Class "A" stock is sufficient to pay any debts of the corporation, the payment of which has not otherwise been provided for.

IN WITNESS WHEREOF, The Coca-Cola Company has caused its corporate seal to be hereunto affixed and this Certificate to be signed by Turner Jones, one of its Vice-Presidents, and by A. A. Acklin, its Secretary, this 9th day of December, A.D. 1935.

THE COCA-COLA COMPANY

By Turner Jones
Vice-President

By A. A. Acklin
Secretary

STATE OF DELAWARE
NEW CASTLE COUNTY | SS:

BE IT REMEMBERED, that on this 9th day of December, A. D. 1935, personally came before me, a Notary Public of the State and County aforesaid, TURNER JONES, Vice-President of The Coca-Cola Company, a corporation of the State of Delaware, the corporation described in and which executed the foregoing Certificate of Retirement, known to me personally to be such, and he, the said Turner Jones, as such Vice-President, duly executed said Certificate before me and acknowledged said Certificate to be his act and deed, and the act and deed of said corporation; that the signature of said Vice-President and Secretary of said corporation to said foregoing Certificate, are in the handwriting of the said Vice-President and Secretary of said Company respectively, and that the seal affixed to said Certificate is the corporate seal of said corporation, and that his act of sealing, executing, and acknowledging the said Certificate was duly authorized by the Board of Directors of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal of office the day and year aforesaid.

Notary Public

[illegible]

65

State of Delaware

Office of Secretary of State

I, MICHAEL RATCHFORD, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "THE COCA-COLA COMPANY" FILED IN THIS OFFICE ON THE SEVENTH DAY OF AUGUST, A.D. 1944, AT 9 O'CLOCK A.M.

* * * * * * * * * * *

Michael Ratchford, Secretary of State

AUTHENTICATION: 3374900

DATE: 03/10/1992

722070145

R.O.B. AUG 7 1944 9 A.M.

8-7-44

CERTIFICATE OF AMENDMENT

-of-

CERTIFICATE OF INCORPORATION

-of-

THE COCA-COLA COMPANY

THE COCA-COLA COMPANY, a corporation organized and existing under and by virtue of the provisions of an act of the General Assembly of the State of Delaware, entitled "AN ACT PROVIDING A GENERAL CORPORATION LAW", approved March 10, 1899, and the acts amendatory thereof and supplemental thereto, the Certificate of Incorporation of which was filed in the office of the Secretary of State of Delaware on September 5, 1919, and recorded in the Office of the Recorder of Deeds for New Castle County, State of Delaware, on September 5, 1919, DOES HEREBY CERTIFY:

FIRST: That at a meeting of the Board of Directors of said The Coca-Cola Company, duly held and convened on June 10, 1944, a resolution was duly adopted setting forth an amendment proposed to the Certificate of Incorporation of said corporation as follows:

(1) By striking out the first sentence of Article IV of the Certificate of Incorporation, as amended, which reads as follows:

"'The number of shares of stock that may be issued by said corporation is 4,000,000 and the 4,000,000 shares are to be common stock without nominal or par value.'

and by inserting in lieu thereof the following:

"'The number of shares of stock that may be issued by said corporation is 5,000,000 and the 5,000,000 shares are to be common stock without nominal or par value.'

(2) By adding to Article IV of the Certificate of Incorporation, as amended, the following paragraph:

"'The additional 1,000,000 shares herein authorized shall be issued as provided under Article X hereof. If said 1,000,000 additional shares authorized hereunder shall be generally offered to the public, stockholders of record twenty days prior to any such offer shall be entitled to the pre-emptive right to subscribe for the new stock in proportion to their then existing holdings of common stock.'

(3) By adding to Article IV of the Certificate of Incorporation, as amended, the following paragraph:

"'The rights, powers, privileges, priorities and preferences of the holders of the Class "A" stock of this corporation as heretofore fixed and established shall not be altered, affected or modified in any respect or to any degree under or by reason of this amendment.'

(4) By striking out the figures '4,000,000' wherever the same appear with reference to common stock without nominal or par value in Article V of the Certificate of Incorporation, as amended, of this corporation and inserting in lieu thereof '5,000,000'.

SECOND: That thereafter, pursuant to the aforesaid resolution of its Board of Directors, a special meeting of the stockholders of said THE COCA-COLA COMPANY was duly called and held, in accordance with the law and the By-Laws of said corporation, at the office of the Company in the City of Wilmington, State of Delaware, on the fifth day of August, 1944, at 10:30 o'clock in the forenoon, Eastern War Time, at which meeting more than a majority of the voting stockholders of said corporation were present in person or by proxy, and by a vote conducted in accordance with Section 26 of the General

Corporation Law of the State of Delaware, said amendment was adopted, the persons or bodies corporate holding a majority of the issued and outstanding voting stock of said corporation voted in favor of amending the Certificate of Incorporation of THE COCA-COLA COMPANY as set forth in the preceding paragraph 1 hereto.

THIRD: That the aforesaid amendment has been duly adopted in accordance with the provisions and requirements of Section 26 of the General Corporation Law of the State of Delaware, as amended.

FOURTH: That the capital of the corporation will not be reduced under or by reason of this amendment.

IN WITNESS WHEREOF, the said THE COCA-COLA COMPANY has caused its corporate seal to be hereunto affixed and this certificate to be signed by S. F. BOYKIN, its Vice President, and GEORGE T. ADAMS, its Secretary, this fifth day of August, 1944.

THE COCA-COLA COMPANY

By S. F. BOYKIN
Vice President

By GEO. T. ADAMS
Secretary

THE COCA-COLA COMPANY
CORPORATE SEAL
1919
DELAWARE

STATE OF DELAWARE)
) SS:
COUNTY OF NEW CASTLE)

BE IT REMEMBERED that on this fifth day of August, A. D. 1944, personally came before me, Norma I. Holmgren, a Notary Public in and for the County and State aforesaid, S. F. BOYKIN, Vice President of THE COCA-COLA COMPANY, a Delaware corporation, the corporation described in and which executed the foregoing certificate, known to me personally to be such, and he, the said S. F. BOYKIN, as such Vice President, duly executed said certificate before me and acknowledged the said certificate to be his act and deed and the act and deed of said corporation; that the signatures of the said Vice President and of the Secretary of said corporation to said foregoing certificate are in the handwriting of the said Vice President and the Secretary of said Company respectively, and that the seal affixed to said certificate is the common or corporate seal of said corporation, and that his act of sealing, executing, acknowledging and delivering said certificate was duly authorized by the Board of Directors and stockholders of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal of office the day and year aforesaid.

NORMA I. HOLMGREN
NOTARY PUBLIC

NORMA I. HOLMGREN
NOTARY PUBLIC
APPOINTED MAY 22, 1944
FOR TWO YEARS
DELAWARE

State of Delaware

Office of Secretary of State

I, MICHAEL RATCHFORD, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF CERTIFICATE OF CHANGE OF ADDRESS OF REGISTERED AGENT AS IT APPLIES TO "THE COCA-COLA COMPANY" AS RECEIVED AND FILED IN THIS OFFICE ON THE THIRTEENTH DAY OF JANUARY, A.D. 1947, AT 1 O'CLOCK P.M.

* * * * * * * * * * *

Michael Ratchford, Secretary of State

AUTHENTICATION: 3374906

DATE: 03/10/1992

722070146

1-13-47

CERTIFICATE OF CHANGE OF LOCATION OF OFFICE

THE COCA-COLA COMPANY, a corporation organized and existing under and by virtue of the provisions of an Act of the General Assembly of the State of Delaware, entitled "AN ACT PROVIDING A GENERAL CORPORATION LAW", approved March 10, 1899, and the acts amendatory thereof and supplemental thereto, the Certificate of Incorporation of which was filed in the Office of the Secretary of State of Delaware on September 5, 1919, and recorded in the Office of the Recorder of Deeds for New Castle County, State of Delaware, on September 5, 1919, DOES HEREBY CERTIFY:

FIRST: That The Coca-Cola Company has been designated and is resident agent in Delaware for the following corporations:

The Coca-Cola Bottling Company
New England Coca-Cola Bottling Company
The Coca-Cola Bottling Company 1903
La Salle Securities, Inc.
Wisconsin Coca-Cola Bottling Company
Coca-Cola Bottling Company of Baltimore
Coca-Cola Bottling Company of California
Coca-Cola Bottling Company of Connecticut
Coca-Cola Bottling Company of Ohio
Coca-Cola Bottling Company of Oregon
Coca-Cola Bottling Company of Pennsylvania
The Coca-Cola Company
The Coca-Cola Export Corporation
The Coca-Cola Export Sales Company
Atlanta Baseball Corporation
The Brecon Loading Company
The Coca-Cola Sales Company

The Hickory Publishing Company

Smithfield Products Company

Compania Embotelladora Coca-Cola, S. A.

SECOND: That the address in the State of Delaware at which The Coca-Cola Company has maintained the resident agency and principal office for each of the foregoing corporations is DuPont Building, 101 West Tenth Street, City of Wilmington, State of Delaware, County of New Castle.

THIRD: That on the 1st day of February, 1947, the address of the Coca-Cola Company, the resident agent in Delaware of each of the foregoing corporations, will be transferred to the Northeast Corner of 11th & Washington Streets, City of Wilmington, State of Delaware, and the address at which The Coca-Cola Company will thereafter maintain the resident agency and principal office in Delaware of each of the foregoing corporations will be the Northeast Corner of 11th & Washington Streets, City of Wilmington, State of Delaware, New Castle County.

FOURTH: That this Certificate is filed in accordance with the provisions of Paragraph 2 of Section 80 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, THE COCA-COLA COMPANY has caused this Certificate to be signed by its Vice President and Assistant Secretary and its corporate seal to be hereunto affixed the 10th day of January, 1947.

THE COCA-COLA COMPANY

By S. F. BOYKIN
Vice President

THE COCA-COLA COMPANY
CORPORATE SEAL
1919
DELAWARE

By J. C. WEEKLEY
Assistant Secretary

STATE OF DELAWARE)
) SS:
COUNTY OF NEW CASTLE)

BE IT REMEMBERED that on this 10th day of January, A. D., 1947, personally came before me, Elizabeth V. Buckley, a Notary Public in and for the County and State aforesaid, S. F. BOYKIN, Vice President of THE COCA-COLA COMPANY, a Delaware corporation, the corporation described in and which executed the foregoing certificate, known to me personally to be such, and he, the said S. F. BOYKIN, as such Vice President, duly executed said certificate before me and acknowledged the said certificate to be his act and deed and the act and deed of said corporation; that the signatures of the said Vice President and of J. C. WEEKLEY the Assistant Secretary of said corporation to said foregoing certificate are in the handwriting of the said Vice President and the Assistant Secretary of said Company respectively, and that the seal affixed to said certificate is the common or corporate seal of said corporation, and that his act of sealing, executing, acknowledging and delivering said certificate was duly authorized by the Board of Directors of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal of office the day and year aforesaid.

ELIZABETH V. BUCKLEY
Notary Public

ELIZABETH V. BUCKLEY
NOTARY PUBLIC
APPOINTED MAY 22, 1946
TERM TWO YEARS
DELAWARE

State of Delaware

Office of Secretary of State

I, MICHAEL RATCHFORD, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CHANGE OF REGISTERED AGENT/OFFICE OF "THE COCA-COLA COMPANY" FILED IN THIS OFFICE ON THE ELEVENTH DAY OF JUNE, A.D. 1947, AT 1 O'CLOCK P.M.

* * * * * * * * * * *

722070146

Michael Ratchford, Secretary of State

AUTHENTICATION: 3374910

DATE: 03/10/1992

R.O.B. JUN 11 1947 1 P.M.

6-11-47

CERTIFICATE OF CHANGE OF AGENT

AND

PRINCIPAL OFFICE

OF

THE COCA-COLA COMPANY

-oOo-

At a meeting of the Board of Directors of THE COCA-COLA COMPANY, held at the office of the said corporation in the City of Wilmington, State of Delaware, on the 5th day of May, A. D. 1947, on motion duly made and seconded, the following preamble and resolutions were adopted:

WHEREAS the principal office of this corporation is now located at 11th & Washington Streets, City of Wilmington, State of Delaware, New Castle County, and the authorized agent in charge thereof is THE COCA-COLA COMPANY,

NOW, THEREFORE, BE IT RESOLVED that the principal office of THE COCA-COLA COMPANY be and it hereby is changed from 11th & Washington Streets, City of Wilmington, State of Delaware, New Castle County, and shall be located at No. 100 West Tenth Street, in the City of Wilmington, County of New Castle, State of Delaware, where service of process against this corporation may be made; and

BE IT FURTHER RESOLVED that the authorization of the said THE COCA-COLA COMPANY as Agent aforesaid, be and the same is hereby withdrawn, and THE CORPORATION TRUST COMPANY, a corporation of the State of Delaware, located at No. 100 West Tenth Street, in the City of Wilmington, County of New Castle, State of Delaware, shall be and is hereby constituted and appointed the Agent of the said THE COCA-COLA COMPANY in charge of its principal office in the said City of Wilmington; and

BE IT FURTHER RESOLVED that the President or Vice President and Secretary or Assistant Secretary of this corporation be and are hereby authorized and instructed to transmit a copy of these resolutions, duly signed by them and sealed with the seal of the said corporation, to the Secretary of State at his office in Dover in the State of Delaware to be there filed according to the terms of the statutes of the State of Delaware in such cases made and provided.

S. F. BOYKIN
Vice President

W. A. BOYKIN, JR.
Assistant Secretary

THE COCA-COLA COMPANY
CORPORATE SEAL
1919
DELAWARE

State of Delaware

Office of Secretary of State

I, MICHAEL RATCHFORD, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF RETIREMENT OF STOCK OF "THE COCA-COLA COMPANY" FILED IN THIS OFFICE ON THE TENTH DAY OF JULY, A.D. 1950, AT 9 O'CLOCK A.M.

* * * * * * * * * * * *

Michael Ratchford, Secretary of State

AUTHENTICATION: 3374915

DATE: 03/10/1992

722070147

N. C. 7/10/50 9 A. M.

CERTIFICATE OF RETIREMENT

OF

CLASS "A" STOCK

OF

THE COCA-COLA COMPANY

PURSUANT TO SECTION 27 OF THE GENERAL CORPORATION LAW OF THE STATE OF DELAWARE

The Coca-Cola Company, a corporation organized and existing under the General Corporation Law of the State of Delaware, the Certificate of Incorporation of which was filed in the office of the Secretary of State of Delaware on September 5, 1919, and recorded in the office of the Recorder of Deeds of New Castle County, State of Delaware, on September 5, 1919, does hereby certify as follows:

FIRST: That the corporation, by resolution adopted by its Board of Directors at a meeting duly convened and held, has retired 600,000 shares of its issued and outstanding Class "A" stock, said 600,000 shares being all of the issued and outstanding Class "A" stock of the corporation.

SECOND: That as a result of said retirement of its Class "A" stock, the capital of the corporation has been reduced by $3,000,000.00, which is the amount of capital represented by the said 600,000 shares of Class "A" stock so retired.

THIRD: That the Certificate of Incorporation of The Coca-Cola Company, as amended, does not prohibit the reissue of the said 600,000 shares of Class "A" stock retired as aforesaid, and according, the said 600,000 shares of Class "A" stock shall have the status of authorized and unissued shares.

FOURTH: That the assets of the corporation after the aforesaid reduction of capital by $3,000,000.00, through the retirement of the said 600,000 shares of Class "A" stock, are

sufficient to pay any debts of the corporation, the payment of which have not otherwise been provided for.

IN WITNESS WHEREOF, The Coca-Cola Company has caused this Certificate to be executed by H. B. Nicholson, one of its Vice Presidents, and Fred S. Perrin, one of its Assistant Secretaries, and its corporate seal to be hereunto affixed, this 8th day of July, A. D. 1950.

The COCA-COLA COMPANY

By H. B. Nicholson
Vice President

By Fred S. Perrin
Assistant Secretary

THE COCA-COLA COMPANY
CORPORATE SEAL
1919 DELAWARE

STATE OF NEW YORK)
) SS:
COUNTY OF NEW YORK)

BE IT REMEMBERED, that on this 8th day of July, A.D. 1950, personally came before me, a Notary Public of the State and County aforesaid, H. B. NICHOLSON, Vice President of The Coca-Cola Company, a corporation of the State of Delaware, the corporation described in and which executed the foregoing Certificate of Retirement, known to me personally to be such, and he, the said H. B. Nicholson, as such Vice President, duly executed said Certificate before me and acknowledged said Certificate to be his act and deed, and the act and deed of said corporation; that the signature of said Vice President and Assistant Secretary of said corporation to said foregoing certificate, are in the handwriting of the said Vice President and Assistant Secretary of said Company respectively, and that the seal affixed to said Certificate is the corporate seal of said corporation, and that his act of sealing, executing, and acknowledging the said Certificate was duly authorized by the Board of Directors of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal of office the day and year aforesaid.

Carol E. Liddy
Notary Public

CAROL E. LIDDY
Notary Public, State of New York
No. 31-7545400
Qualified in New York County
Certificate filed with
New York County Clerk's
New York Register's Offices
Term Expires March 30, 1952

CAROL E. LIDDY
NOTARY PUBLIC
STATE OF NEW YORK

State of Delaware

Office of Secretary of State

I, MICHAEL RATCHFORD, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "THE COCA-COLA COMPANY" FILED IN THIS OFFICE ON THE ELEVENTH DAY OF MAY, A.D. 1951, AT 9 O'CLOCK A.M.

* * * * * * * * * * *

Michael Ratchford, Secretary of State

AUTHENTICATION: 3374921

DATE: 03/10/1992

722070148

CERTIFICATE OF AMENDMENT

OF

CERTIFICATE OF INCORPORATION

OF

THE COCA-COLA COMPANY

THE COCA-COLA COMPANY, a corporation organized and existing under and by virtue of the provisions of an act of the General Assembly of the State of Delaware, entitled "AN ACT PROVIDING A GENERAL CORPORATION LAW", approved March 10, 1899, and the acts amendatory thereof and supplemental thereto, the Certificate of Incorporation of which was filed in the Office of the Secretary of State of Delaware on September 5, 1919, and recorded in the Office of the Recorder of Deeds for New Castle County, State of Delaware, on September 5, 1919, DOES HEREBY CERTIFY:

FIRST: That at a meeting of the Board of Director of said THE COCA-COLA COMPANY, duly held and convened on November 13, 1950, resolutions were duly adopted setting forth and declaring advisable proposed amendments to the Certificate of Incorporation of said corporation, as follows:

(1) By striking out the second and third sentences of the first paragraph of ARTICLE FOURTH of the Certificate of Incorporation, as amended, of this corporation, which read as follows:

"Also the corporation may issue, in addition to the 5,000,000 shares of Common Stock without nominal or par value, 1,000,000 shares of Special Stock to be known and designated as Class 'A' Stock, said stock to be without nominal or par value. This stock may be subscribed for

or sold for such considerations and at such values as the Board of Directors of the Corporation shall from time to time fix and as may be permitted by law; and the same may be issued by the Board of Directors either for cash or other property, real or personal, including stocks, bonds and other securities issued by other corporations, persons, firms or associations, or may be issued and distributed to the holders of the stock of the Corporation at the time outstanding as a stock dividend as provided by law."

(2) By striking out the last sentence of ARTICLE FOURTH of the Certificate of Incorporation, as amended, of this corporation, which reads as follows:

"The rights, powers, privileges, priorities and preferences of the holders of Class 'A' Stock of this corporation as heretofore fixed and established shall not be altered, affected or modified in any respect or to any degre under or by reason of this amendment."

(3) By striking out ARTICLE FIFTH of the Certificate of Incorporation, as amended, of this corporation.

(4) By striking out the first and second sentences of the first paragraph of ARTICLE SIXTH of the Certificate of Incorporation, as amended, of this corporation, which read as follows:

"Whenever all dividends on the Class 'A' Stock shall have been paid or set aside as is provided for in Article Five, the Board of Directors may declare and pay on the Common Stock dividends out of any remaining annual net profits or net assets in excess of capital. In the eve of any liquidation, dissolution or winding up, either voluntary or involuntary, the assets shall be distributed and paid as is provided for by Article Five."

and by inserting in lieu thereof, the following:

"The Board of Directors may declare and pay dividends on the Common Stock out of the surplus or net earnings of the Company. In the event of any liquidation, dissolution or winding up, whether voluntary or involuntary, of the corporation, all assets and funds of the corporation shall be distributed and paid to the holders of the Common Stock pro rata according to the number of shares by them respective held."

and directing that said proposed amendments be submitted for the consideration and vote of the stockholders of said corporation at the annual meeting thereof to be held on May 7, 1951.

SECOND: That thereafter, pursuant to the aforesaid resolutions of its Board of Directors, the annual meeting of the stockholders of said THE COCA-COLA COMPANY was duly held, in accordance with the law and by-laws of said corporation, at the office of the Company in the City of Wilmington, State of Delaware, on the 7th day of May, 1951, at 11: 00 o'clock in the forenoon, Eastern Standard Time, at which meeting more than a majority of the voting stockholders of said corporation were present in person or by proxy, and by a vote conducted in accordance with Section 26 of the General Corporation Law of the State of Delaware, said amendments were duly adopted, the persons or bodies corporate holding a majority of the issued and outstanding voting stock of said corporation voted in favor of amending the Certificate of Incorporation of THE COCA-COLA COMPANY as set forth in the preceding paragraph, as appears in the Certificate of the Judges appointed to conduct said vote.

THIRD: That the aforesaid amendments have been adopted in accordance with the provisions and requirements of Section 26 of the General Corporation Law of the State of Delaware, as amended.

FOURTH: That the capital of the corporation will not be reduced under or by reason of this amendment.

IN WITNESS WHEREOF, the said THE COCA-COLA COMPANY has caused its corporate seal to be hereunto affixed and this certificate to be signed by H. B. Nicholson, its Vice President, and Fred S. Perrin, its Assistant Secretary, this 8th day of May, 1951.

THE COCA-COLA COMPANY

By H. B. Nicholson
Vice President

By Fred S. Perrin
Assistant Secretary

THE COCA-COLA COMPANY
CORPORATE SEAL
1919 DELAWARE

STATE OF NEW YORK)
) SS:
COUNTY OF NEW YORK)

BE IT REMEMBERED that on this 8th day of May, A. D. 1951, personally came before me, Carol E. Liddy, a Notary Public in and for the County and State aforesaid, H. B. Nicholson, Vice President of THE COCA-COLA COMPANY, a Delaware corporation, the corporation described in and which executed the foregoing certificate, known to me personally to be such, and he, the said H. B. Nicholson, as such Vice President, duly executed said certificare before me and acknowledged the said certificate to be his act and deed and the act and deed of said corporation; that the signatures of the said Vice President and of the Assistant Secretary of said corporation to said foregoing certificate are in the handwriting of the said Vice President and the Assistant Secretary of said Company respectively, and that the seal affixed to said certificate is the common or corpor: seal of said corporation, and that his act of sealing, executing, acknowledging and delivering said certificate was duly authorized by the Board of Directors and stockholders of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal of office the day and year aforesaid.

Carol E. Liddy
Notary Public

CAROL E. LIDDY
Notary Public, State of New York
No. 31-7545400
Qualified in New York County
Certificate filed with
New York County Clerk's
New York Register's Clerks
Term Expires March 30, 1952.

CAROL E. LIDDY
NOTARY PUBLIC
STATE OF NEW YORK

State of Delaware

Office of Secretary of State

I, MICHAEL RATCHFORD, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "THE COCA-COLA COMPANY" FILED IN THIS OFFICE ON THE TWENTY-SECOND DAY OF JANUARY, A.D. 1960, AT 3:30 O'CLOCK P.M.

* * * * * * * * * * *

DEPARTMENT OF STATE
OFFICE OF THE SECRETARY OF STATE
1776 1792 1861 1865 1917 1918
DELAWARE

722070149

Michael Ratchford, Secretary of State

AUTHENTICATION: 3374929

DATE: 03/10/1992

CERTIFICATE OF AMENDMENT

OF

CERTIFICATE OF INCORPORATION

OF

THE COCA-COLA COMPANY

THE COCA-COLA COMPANY, a corporation organized and existing under the "General Corporation Law of the State of Delaware", the Certificate of Incorporation of which was filed in the Office of the Secretary of State of Delaware on September 5, 1919, and recorded in the Office of the Recorder of Deeds for New Castle County, Delaware, on September 5, 1919, DOES HEREBY CERTIFY:

FIRST: That at a meeting of the Board of Directors of said THE COCA-COLA COMPANY, duly held and convened on November 16, 1959, a resolution was duly adopted setting forth an amendment proposed to the Certificate of Incorporation of said Corporation as follows:

By striking out the first sentence of ARTICLE FOURTH of the Certificate of Incorporation, as amended, which reads as follows:

> "The number of shares of stock that may be issued by said Corporation is 5,000,000 and the 5,000,000 shares are to be Common Stock without nominal or par value."

and by inserting in lieu thereof the following two sentences:

> "The number of shares of stock that may be issued by said Corporation is 15,000,000 and the 15,000,000 shares are to be Common Stock without nominal or par value. Each one of the 5,000,000 shares (both issued and unissued), of the Common Stock, without nominal or par value, which the Corporation had authority to issue at the time of the taking effect of this Amendment is hereby changed into three shares of Common Stock, without nominal or par value, of the Corporation, such change, in the case of issued shares, including shares held as treasury stock, to be evidenced by the distribution to the holders thereof of two additional fully paid and non-assessable shares of Common Stock of the Corporation for each share held at the time of the taking effect of this Amendment."

SECOND: That thereafter, pursuant to the aforesaid resolution of the Board of Directors, a special meeting of the stockholders of said THE COCA-COLA COMPANY was duly called and held in accordance with the law and the By-Laws of said Corporation, at the office of the Company in the City of Wilmington, State of Delaware, on the 18th day of January, 1960, at 11:00 o'clock in the forenoon, Eastern Standard Time, at which meeting more than a majority of the voting stockholders of said Corporation were present in person or by proxy, and by a vote conducted in accordance with Section 242 of the General Corporation Law of the State of Delaware, said amendment was adopted, the persons or bodies corporate holding a majority of the issued and outstanding voting stock of said Corporation voted in favor of amending the Certificate of Incorporation of THE COCA-COLA COMPANY as is set forth in the preceding paragraph FIRST hereof.

THIRD: That the aforesaid amendment has been duly adopted in accordance with the provisions and requirements of Section 242 of the General Corporation Law of the State of Delaware, as amended.

FOURTH: That the capital of the Corporation will not be reduced under or by reason of this amendment.

IN WITNESS WHEREOF, Said THE COCA-COLA COMPANY has caused its corporate seal to be hereunto affixed and this Certificate to be signed by Lee Talley, its President, and W. A. Boykin, Jr., its Assistant Secretary, this 18th day of January, 1960.

THE COCA-COLA COMPANY
CORPORATE SEAL 1919
DELAWARE

THE COCA-COLA COMPANY

Lee Talley
President

W. A. Boykin Jr.
Assistant Secretary

STATE OF DELAWARE)
) SS:
COUNTY OF NEW CASTLE)

BE IT REMEMBERED that on this 18th day of January, A. D. 1960, personally came before me, M. Ruth Mannering , a Notary Public in and for the County and State aforesaid, Lee Talley, President of THE COCA-COLA COMPANY, a Delaware corporation, the Corporation described in and which executed the foregoing Certificate, known to me personally to be such, and he, the said Lee Talley, as President, duly executed said Certificate before me and acknowledged the said Certificate to be his act and deed and the act and deed of said Corporation; that the signatures of said President and Assistant Secretary of said Corporation to said foregoing Certificate are in the handwriting of the said President and Assistant Secretary of said Corporation respectively, and that the seal affixed to said Certificate is the common or corporate seal of said Corporation, and that their acts of sealing, executing, acknowledging and delivering said Certificate was duly authorized by the Board of Directors and stockholders of said Corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal of office the day and year aforesaid.

M. Ruth Mannering
Notary Public

M. RUTH MANNERING,
NOTARY PUBLIC
APPOINTED FEB. 12, 1959
TERM TWO YEARS
STATE OF DELAWARE

State of Delaware

Office of Secretary of State

I, MICHAEL RATCHFORD, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AGREEMENT OF MERGER OF "MINUTE MAID CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF FLORIDA, MERGING WITH AND INTO "THE COCA-COLA COMPANY", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, UNDER THE NAME OF "THE COCA-COLA COMPANY", AS RECEIVED AND FILED IN THIS OFFICE THE THIRTIETH DAY OF DECEMBER, A.D. 1960, AT 3:30 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION SHALL BE GOVERNED BY THE LAWS OF THE LAWS OF THE STATE OF DELAWARE.

Michael Ratchford, Secretary of State

AUTHENTICATION: 3374936

DATE: 03/10/1992

722070149

12-30-60

AGREEMENT OF MERGER

between

THE COCA-COLA COMPANY

and

MINUTE MAID CORPORATION

THIS AGREEMENT OF MERGER dated as of the 20th day of October, 1960 by and between THE COCA-COLA COMPANY, a Delaware corporation, (hereinafter referred to as "Coca-Cola"), and a majority of the directors thereof, and MINUTE MAID CORPORATION, a Florida corporation, (hereinafter referred to as "Minute Maid"), and a majority of the directors thereof,

WITNESSETH:

WHEREAS, The Coca-Cola Company is a corporation duly organized and existing under the laws of the State of Delaware and has authorized capital stock of 15,000,000 shares of common stock without nominal or par value, of which 12,842,415 shares were issued and outstanding as of October 1, 1960, not including 46,785 shares which were held by Coca-Cola as treasury stock; and

WHEREAS, Minute Maid Corporation is a corporation duly organized and existing under the laws of the State of Florida and has authorized capital stock of 3,000,000 shares of common stock of the par value of $1.00 each, of which 1,994,092 shares were issued and outstanding as of October 1, 1960, not including 5,608 shares which were held by Minute Maid as treasury stock; and

WHEREAS, The Boards of Directors of Coca-Cola and of Minute Maid deem it advisable and in the best interests of each of said corporations and its stockholders that such corporations merge, and have approved this Agreement of Merger.

NOW, THEREFORE, in consideration of the premises and of the mutual agreements, covenants and provisions herein contained, the corporations, parties to this Agreement, by and between their respective Boards of Directors, subject to the conditions hereinafter set forth, hereby prescribe the mode of carrying said merger into effect, which is as follows:

FIRST: Coca-Cola hereby merges into itself Minute Maid and Minute Maid shall be and hereby is merged into Coca-Cola, which shall be the Surviving Corporation.

SECOND: The Certificate of Incorporation of Coca-Cola in effect on the Effective Date shall be the Certificate of Incorporation of the Surviving Corporation.

THIRD: The By-Laws of Coca-Cola in effect on the Effective Date shall be the By-Laws of the Surviving Corporation until amended, altered or repealed as therein provided.

FOURTH: The number of directors of the Surviving Corporation shall be nineteen, divided into three classes. The names and post office addresses of said directors, who shall hold office from the Effective Date until the annual meetings of the stockholders of the Surviving Corporation in the years indicated

below, and until their successors are chosen and qualified, according to law and the By-Laws of the Surviving Corporation, are as follows:

Names of Directors	Years	Post Office Addresses
A. A. Acklin	1961	437 Valley Road, N. W., Atlanta 5, Georgia
R. R. Deupree	1961	P. O. Box 599, Cincinnati 1, Ohio
Harrison Jones	1961	1609 Candler Building, Atlanta 3, Georgia
John T. Lupton	1961	1230 Volunteer Building, Chattanooga 2, Tennessee
H. B. Nicholson	1961	310 North Avenue, N. W., Atlanta 13, Georgia
George W. Woodruff	1961	251 Trust Company of Georgia Building, Atlanta 3, Georgia
R. W. Freeman	1962	P. O. Drawer 1140, New Orleans 4, Louisiana
Bernard F. Gimbel	1962	Broadway & 33rd Street, New York, New York
Lindsey Hopkins	1962	131 Shoreland Building, Miami 32, Florida
Winship Nunnally	1962	P. O. Box 1516, Atlanta 1, Georgia
Hughes Spalding	1962	434 Trust Company of Georgia Building, Atlanta 3, Georgia
D. A. Turner	1962	P. O. Box 140, Columbus, Georgia
C. H. Candler, Jr.	1963	1702 Candler Building, Atlanta 3, Georgia
William A. Coolidge	1963	70 Memorial Drive, Cambridge 42, Massachusetts
James A. Farley	1963	515 Madison Avenue, New York 22, New York
John M. Fox	1963	P. O. Box 2711, Orlando, Florida
William E. Robinson	1963	515 Madison Avenue, New York 22, New York
Lee Talley	1963	310 North Avenue, N. W., Atlanta 13, Georgia
R. W. Woodruff	1963	310 North Avenue, N. W., Atlanta 13, Georgia

FIFTH: The mode of carrying into effect the merger and the manner of converting the shares of Minute Maid into shares of the Surviving Corporation shall be as follows:

A. Each share of common stock of Coca-Cola outstanding and each share held as treasury stock on the Effective Date shall continue to be one share of common stock of the Surviving Corporation.

B. Each two and two-tenths (2 2/10's) shares of the common stock of Minute Maid outstanding on the Effective Date (excluding shares of such stock held in the treasury of Minute Maid, which shall be retired and cancelled) and all rights in respect thereof, shall by virtue of the merger be converted into one fully paid and non-assessable share of common stock of the Surviving Corporation, except that fractional shares of the common stock of the Surviving Corporation shall not be issued, and in lieu thereof cash payments will be made as hereinafter provided.

Each holder of issued and outstanding common stock of Minute Maid, upon surrender to the Surviving Corporation, or its agent, of the stock certificate or certificates of such Minute Maid common stock for cancellation or exchange, shall be entitled to receive one or more stock certificates representing in the aggregate the number of full shares of the common stock of the Surviving Corporation into which the common stock surrendered shall be converted (and/or cash in lieu of fractional shares as hereinafter provided).

Until surrendered for cancellation or exchange as hereinabove provided, each stock certificate nominally representing common stock of Minute Maid issued and outstanding on the Effective Date shall, upon and after such Effective Date, be deemed for all purposes, other than the payment of divi-

dends or other distributions to stockholders of the Surviving Corporation, to represent the number of full shares of common stock of the Surviving Corporation, and rights with respect to cash in lieu of fractional shares as hereinafter provided, that the holder thereof would be entitled to receive upon its surrender for cancellation or exchange. Unless and until such issued and outstanding stock certificate or certificates of Minute Maid shall be so surrendered, no dividend or other distribution payable to holders of record of common stock of the Surviving Corporation of any date subsequent to the Effective Date shall be paid to the holder of such certificate or certificates; but, upon such surrender of such certificate or certificates, there shall be paid to the record holder of common stock of the Surviving Corporation issued in exchange therefor the amount, without interest, of any such dividends and other distributions that have theretofore been paid with respect to the number of full shares of common stock of the Surviving Corporation represented by the certificate or certificates therefor issued upon such surrender.

No fractional share of common stock of the Surviving Corporation will be issued to any holder of common stock of Minute Maid who would otherwise be entitled to receive a fraction of a share of common stock of the Surviving Corporation, but each such holder shall in lieu thereof be paid an amount in cash equal to the value of such fraction, based upon the closing price of common stock of Coca-Cola on the New York Stock Exchange on the Effective Date, or, if such common stock was not traded on that date, then on the last date prior thereto on which said common stock was traded.

SIXTH: Upon the Effective Date each outstanding employee stock option to purchase shares of common stock of Minute Maid shall be converted into and become (without any change in the benefits granted the holder of any such option that would cause such option not to qualify as a restricted stock option under Section 421 of the Internal Revenue Code of 1954) an option on identical terms (except as hereinafter in this paragraph provided) to purchase, at a price equal to two and two-tenths (2 2/10's) times the option price specified in such option agreement, one share of common stock of the Surviving Corporation for each two and two-tenths (2 2/10's) shares of common stock of Minute Maid which the holder of such option would otherwise be entitled to purchase.

SEVENTH: Upon the Effective Date, the separate corporate existence of Minute Maid shall cease, and in accordance with this Agreement of Merger, the Surviving Corporation shall, without other transfer, succeed to and possess all of the rights, privileges, powers and franchises of a public as well as of a private nature, and be subject to all the restrictions, disabilities and duties of both Coca-Cola and Minute Maid, and all and singular the rights, privileges, powers and franchises of both of said corporations, and all property, real, personal and mixed, and all debts due to either of said corporations on whatever account or belonging to either of said corporations, shall be vested in the Surviving Corporation; all property rights, privileges, powers and franchises, and all and every other interest shall be thereafter as effectively the property of the Surviving Corporation as they were of Minute Maid and Coca-Cola; provided, that all rights of creditors and all liens upon the property of Minute Maid and Coca-Cola shall be preserved unimpaired, limited in lien to the property affected by such lien at the time when this Agreement of Merger shall become effective, and all debts, liabilities and duties of Minute Maid and Coca-Cola shall thenceforth attach to the Surviving Corporation and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by the Surviving Corporation. If at any time the Surviving Corporation shall deem or be advised that any further assignments, assurances in law or other acts or instruments are necessary or desirable to vest or confirm in the Surviving Corporation the title to any property of the aforesaid two corporations, said corporations and their proper officers and directors shall and will do all such acts and things as may be necessary or proper to vest or confirm title to such property in the Surviving Corporation, and otherwise to carry out the purposes of this Agreement of Merger.

The Surviving Corporation shall expressly assume the due and punctual payment of the principal of (and premium, if any) and interest on the 4% Subordinated Debentures due December 1, 1974 of Minute Maid, according to their tenor, and the due and punctual performance and observance of all

the covenants and conditions of the Indenture relating to said Debentures to be performed by Minute Maid, by supplemental indenture satisfactory to the Trustee under such Indenture, executed and delivered to the Trustee by the Surviving Corporation.

EIGHTH: The Surviving Corporation shall, if the merger provided for herein is consummated, pay all expenses of the merger.

NINTH: Prior to the Effective Date, neither Minute Maid nor Coca-Cola shall, without first obtaining the written approval of the other, (i) engage in any activity or transaction other than in the ordinary course of business, except as contemplated by this Agreement, or (ii) issue, sell or subdivide any shares of its stock, except upon exercise of an option or right of purchase or conversion outstanding on the date hereof, or (iii) grant or sell any right or option to purchase or subscribe to, or to convert into, shares of its stock, or (iv) distribute, declare or pay any dividend or make any distribution on its stock other than the regular quarterly cash dividends in amount not greater than the last dividends declared by Coca-Cola and Minute Maid prior to the date hereof.

TENTH: The laws of the State of Delaware shall govern the Surviving Corporation.

ELEVENTH: This Agreement of Merger shall be submitted to the stockholders of Coca-Cola and of Minute Maid as provided by the applicable laws of the State of Delaware and of the State of Florida at meetings which shall be held on or before December 31, 1960, or on such later date as the Boards of Directors of Coca-Cola and of Minute Maid shall mutually approve. After the adoption by the votes of the stockholders of each of said corporations, as required by the laws of the respective states in which said corporations are incorporated, voting separately, that fact shall be certified on this Agreement of Merger by the Secretary, or an Assistant Secretary, of Coca-Cola and by the Secretary, or an Assistant Secretary of Minute Maid under the respective corporate seals of said corporations and the Agreement of Merger shall be executed and acknowledged and taken and deemed to be the agreement and act of merger of Coca-Cola and Minute Maid upon the filing of this Agreement of Merger in the office of the Secretary of State of Delaware and the recording of a copy thereof duly certified by the Secretary of State of Delaware under the seal of his office, in the office of the Recorder of the County of New Castle, State of Delaware, and upon the delivery of an executed counterpart to the Secretary of State of Florida for filing and recording in his office. The Effective Date shall be the date upon which such filing and recording shall be completed.

TWELFTH: The Agreement of Merger may be terminated and the merger hereby provided for abandoned by resolution of either the Board of Directors of The Coca-Cola Company or Minute Maid Corporation at any time prior to the filing and recording of such Agreement of Merger on the Effective Date, and telegraphic notice of any such termination by either Board of Directors shall be made immediately to the President of the other Company.

In the event of termination of this Agreement of Merger as above provided, this Agreement of Merger shall become wholly void and of no effect, and there shall be no liability on the part of either Coca-Cola or Minute Maid, or their respective Boards of Directors or stockholders.

THIRTEENTH: For the convenience of the parties, and to facilitate the filing and recording of this Agreement, any number of counterparts thereof may be executed and each such counterpart shall be deemed to be an original instrument.

IN WITNESS WHEREOF, pursuant to authority duly given by the Board of Directors of THE COCA-COLA COMPANY, and by the Board of Directors of MINUTE MAID CORPORATION, this Agreement of Merger has been signed on behalf of said respective corporations by the directors, or a majority thereof, of THE COCA-COLA

COMPANY and of MINUTE MAID CORPORATION, under their respective corporate seals, attested by their respective Secretaries, or an Assistant Secretary, as of the day and year first above written.

THE COCA-COLA COMPANY

HARRISON JONES

H. B. NICHOLSON

WM. E. ROBINSON

A. A. ACKLIN

THE COCA-COLA COMPANY
CORPORATE
SEAL
1919
DELAWARE

WINSHIP NUNNALLY

GEORGE W. WOODRUFF

D. A. TURNER

JAMES A. FARLEY

LEE TALLEY

Attest:

W. A. BOYKIN, JR.

Assistant Secretary

Constituting a majority of the Board of Directors of The Coca-Cola Company

MINUTE MAID CORPORATION

JOHN M. FOX

ARCHIE J. WEITH

H. A. WATKINS

HOWARD D. BRUNDAGE

ALEXANDER STANDISH

MINUTE MAID CORPORATION
SEAL
INCORPORATED FLORIDA 1945

DANIEL DRAPER

A. R. UPDIKE

HOLMAN R. CLOUD

HOWARD G. DICK

J. D. WRIGHT, JR.

Attest:

WILLIAM E. SPEELER

Secretary

Constituting a majority of the Board of Directors of Minute Maid Corporation

0097

CERTIFICATE OF ADOPTION
of
AGREEMENT OF MERGER

I, W. A. BOYKIN, JR., Assistant Secretary of The Coca-Cola Company, a corporation of the State of Delaware, (hereinafter called the Company), do hereby certify that:

1. The Board of Directors of the Company, at a meeting duly called and held on October 20, 1960 upon proper notice, at which a quorum was at all times present, authorized the foregoing Agreement of Merger and voted to submit such an Agreement of Merger to the holders of the Company's common stock.

2. The foregoing Agreement of Merger was thereafter submitted to the holders of common stock of the Company, being the only authorized and issued stock of the Company, at a special meeting of stockholders duly called and held in accordance with the law on December 22, 1960 after proper notice of such special meeting stating the time, place and purpose thereof, together with a full, true and correct copy of such Agreement of Merger, had been deposited in the post office, postage prepaid, on or before November 21, 1960 (being more than twenty days prior to the date fixed for such meeting), addressed to each holder of common stock of the Company at his last post office address appearing on the records of the Company.

3. At such special meeting of stockholders of the Company held on December 22, 1960 such Agreement of Merger was considered and was adopted and approved by the votes, cast either in person or by proxy, of the holders of more than two-thirds of the stock of the Company, entitled to vote on a proposal to merge the Company with another corporation.

IN WITNESS WHEREOF, I have hereunto signed my name and affixed the seal of the Company this 22nd day of December, 1960.

W. A. BOYKIN, JR.

W. A. Boykin, Jr.

THE COCA-COLA COMPANY
CORPORATE
SEAL
1919
DELAWARE

CERTIFICATE OF ADOPTION
of
AGREEMENT OF MERGER

I, WILLIAM E. SPEELER, Secretary of Minute Maid Corporation, a corporation of the State of Florida, (hereinafter called the Company), do hereby certify that:

1. The Board of Directors of the Company, at a meeting duly called and held on October 20, 1960 upon proper notice, at which a quorum was at all times present, authorized the foregoing Agreement of Merger and voted to submit such an Agreement of Merger to the holders of the Company's common stock.

2. The foregoing Agreement of Merger was thereafter submitted to the holders of common stock of the Company, being the only authorized and issued stock of the Company, at a special meeting of stockholders duly called and held in accordance with the law on December 21, 1960 after proper notice of such special meeting stating the time, place and purpose thereof, together with a full, true and correct copy of such Agreement of Merger, had been deposited in the post office, postage prepaid, on or before November 15, 1960 (being more than twenty days prior to the date fixed for such meeting), addressed to each holder of common stock of the Company at his last post office address appearing on the records of the Company.

3. At such special meeting of stockholders of the Company held on December 21, 1960 such Agreement of Merger was considered and was adopted and approved by the votes, cast either in person or by proxy, of the holders of more than a majority of the stock of the Company, entitled to vote on a proposal to merge the Company with another corporation.

IN WITNESS WHEREOF, I have hereunto signed my name and affixed the seal of the Company this 21st day of December, 1960.

WILLIAM E. SPEELER

.....

William E. Speeler

MINUTE MAID CORPORATION
SEAL
INCORPORATED FLORIDA 1945

THE FOREGOING AGREEMENT OF MERGER, having been executed by a majority of the Board of Directors of The Coca-Cola Company and by a majority of the Board of Directors of Minute Maid Corporation, and having been adopted by the stockholders of each of the aforesaid corporations, the President or a Vice President and the Secretary or an Assistant Secretary of each of such corporations do now hereby execute this Agreement of Merger under the corporate seals of their respective corporations, by authority of the directors and stockholders thereof, as the respective acts, deeds and agreements of each of such corporations, on this 22nd day of December, 1960.

THE COCA-COLA COMPANY

THE COCA-COLA COMPANY
CORPORATE
SEAL
1919
DELAWARE

LEE TALLEY
President

Attest:

W. A. BOYKIN, JR.
Assistant Secretary

MINUTE MAID CORPORATION

MINUTE MAID CORPORATION
SEAL
INCORPORATED FLORIDA 1945

JOHN M. FOX
President

Attest:

WILLIAM E. SPEELER
Secretary

STATE OF DELAWARE
COUNTY OF NEW CASTLE } SS:

BE IT REMEMBERED, that on this 22nd day of December, 1960, personally came before me, HOWARD K. WEBB, a Notary Public in and for the county and state aforesaid, Lee Talley, President of THE COCA-COLA COMPANY, a Delaware corporation, and one of the corporations described in and which executed the foregoing Agreement of Merger, known to me personally to be such, and he, the said Lee Talley, as such President, duly executed said Agreement of Merger before me and acknowledged said Agreement of Merger to be the act, deed and agreement of said THE COCA-COLA COMPANY, a Delaware corporation, that the signatures of said President and the Assistant Secretary of said corporation to said foregoing Agreement of Merger are in the handwriting of said President and Assistant Secretary respectively of said THE COCA-COLA COMPANY, and that the seal affixed to said Agreement of Merger is the common or corporate seal of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal of office, the day and year aforesaid.

Howard K. Webb
Notary Public
Appointed June 27, 1960
State of Delaware
Term 2 Years

HOWARD K. WEBB
Notary Public

STATE OF NEW YORK }
COUNTY OF NEW YORK } ss:

BE IT REMEMBERED, that on this 22nd day of December, 1960, personally came before me, LILLIAN FUELLHART, a Notary Public in and for the county and state aforesaid, John M. Fox, President of MINUTE MAID CORPORATION, a Florida corporation, and one of the corporations described in and which executed the foregoing Agreement of Merger, known to me personally to be such, and he, the said John M. Fox, as such President, duly executed said Agreement of Merger before me and acknowledged said Agreement of Merger to be the act, deed and agreement of said MINUTE MAID CORPORATION, a Florida corporation, that the signatures of said President and the Secretary of said corporation to said foregoing Agreement of Merger are in the handwriting of said President and Secretary respectively of said MINUTE MAID CORPORATION, and that the seal affixed to said Agreement of Merger is the common or corporate seal of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal of office, the day and year aforesaid.

LILLIAN FUELLHART
.....
Notary Public

LILLIAN FUELLHART
Notary Public, State of New York
No. 31-1342200
Qualified in New York County
Commission Expires March 30, 1961

LILLIAN FUELLHART
NOTARY
PUBLIC
NEW YORK COUNTY

0101

State of Delaware

Office of Secretary of State

I, MICHAEL RATCHFORD, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP OF COCA-COLA COMPANY, A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, MERGING COCA-COLA BOTTLING CO., OF CHICAGO, INC., A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, PURSUANT TO SECTION 253 OF THE GENERAL CORPORATION LAW OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTY-FIRST DAY OF JANUARY, A.D. 1961, AT 3:30 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION SHALL BE GOVERNED BY THE LAWS OF THE STATE OF DELAWARE.

Michael Ratchford, Secretary of State

AUTHENTICATION: 3374943

DATE: 03/10/1992

722070150

0102

CERTIFICATE OF OWNERSHIP AND MERGER

1-31-61

MERGING

COCA-COLA BOTTLING CO., OF CHICAGO, INC.

INTO

THE COCA-COLA COMPANY

******

The Coca-Cola Company, a corporation organized and existing under the laws of the State of Delaware, DOES HEREBY CERTIFY:

FIRST: That this Corporation was incorporated on the 5th day of September, 1919, pursuant to the General Corporation Law of the State of Delaware.

SECOND: That this Corporation owns at least ninety percentum of the outstanding shares of the stock of Coca-Cola Bottling Co., of Chicago, Inc., a corporation incorporated on the 13th day of June, 1935, pursuant to the General Corporation Law of the State of Delaware.

THIRD: That this Corporation, by the following resolutions of its Board of Directors, duly adopted at a meeting held on the 21st day of November, 1960, determined to and did merge into itself said Coca-Cola Bottling Co., of Chicago, Inc.:

WHEREAS, The Coca-Cola Company is the owner of more than 90% of the outstanding shares of common stock of Coca-Cola Bottling Co., of Chicago, Inc., a corporation organized and existing under the laws of the State of Delaware, and

WHEREAS, The Coca-Cola Company is desirous of merging into itself the said Coca-Cola Bottling Co., of Chicago, Inc. and to be possessed of all the estate, property, rights, and privileges of said Coca-Cola Bottling Co., of Chicago, Inc.;

NOW, THEREFORE, BE IT RESOLVED, That The Coca-Cola Company merge, and it hereby does merge, into itself Coca-Cola Bottling Co., of Chicago, Inc., and The Coca-Cola Company hereby assumes all of the obligations and liabilities of said Coca-Cola Bottling Co., of Chicago, Inc.

FURTHER RESOLVED, That the terms and conditions of said merger are as follows:

The merger of Coca-Cola Bottling Co., of Chicago, Inc. into The Coca-Cola Company shall be, and it hereby is effected pursuant to Section 253 and the related sections of the General Corporation Law of the State of Delaware.

Upon said merger becoming effective, the separate existence of Coca-Cola Bottling Co., of Chicago, Inc. shall cease.

Upon surrender of stock certificates of Coca-Cola Bottling Co., of Chicago, Inc., not owned by The Coca-Cola Company, The Coca-Cola Company shall issue to each holder of record thereof as is shown by the stock books of Coca-Cola Bottling Co., of Chicago, Inc. one share of the common stock of The Coca-Cola Company for each three shares of common stock of Coca-Cola Bottling Co., of Chicago, Inc. so surrendered. Fractional shares of common stock of The Coca-Cola Company will not be issued. The remaining shares of common stock, if any, of Coca-Cola Bottling Co., of Chicago, Inc. owned by any stockholder of record of said corporation which are not divisible by three, and all shares of common stock of said corporation totaling two or less owned by any stockholder of record of said corporation, shall be paid for in cash, upon surrender of certificates evidencing said stock, at the rate of an amount per full share of common stock of The Coca-Cola Company equal to the closing price of the common stock of The Coca-Cola Company on the New York Stock Exchange on the Effective Date of said merger, or on the next preceding day on which such stock sold on said Exchange if none of such stock is sold on said Exchange on the Effective Date of said merger.

Only stockholders of record of Coca-Cola Bottling Co., of Chicago, Inc. as are shown by the stock books of that corporation at the time the merger becomes effective shall be entitled to be, or to be deemed to be, or to have the status of, a stockholder of Coca-Cola Bottling Co., of

Chicago, Inc. within the meaning of, and for the purposes of, Section 253 and the related sections of the General Corporation Law of the State of Delaware; and The Coca-Cola Company shall be entitled to recognize, and will be fully protected in recognizing, only such stockholders of record as a stockholder within the meaning of, and for the purposes of, Section 253 and the related sections of the General Corporation Law of the State of Delaware.

FURTHER RESOLVED, That the Secretary of The Coca-Cola Company be and he hereby is directed to notify, within 10 days after the filing and recording of the Certificate of Ownership and Merger, each stockholder of record of said Coca-Cola Bottling Co., of Chicago, Inc. entitled to notice, that said Certificate has been filed and recorded and the terms and conditions of the merger, and

FURTHER RESOLVED, That the proper officers of The Coca-Cola Company be and they hereby are directed to make and execute, under the corporate seal of The Coca-Cola Company, a Certificate of Ownership and Merger setting forth a copy of this resolution to merge said Coca-Cola Bottling Co., of Chicago, Inc. into The Coca-Cola Company, and for The Coca-Cola Company to assume all obligations and liabilities of said Coca-Cola Bottling Co., of Chicago, Inc., and the date of adoption thereof, and to cause the same to be filed, and to cause a certified copy thereof to be recorded in the manner provided by law, and to do all acts and things whatsoever, whether within or without the State of Delaware, which may in any way be necessary or proper to effect said merger.

IN WITNESS WHEREOF, said The Coca-Cola Company has caused its corporate seal to be affixed and this Certificate to be signed by Lee Talley, its President, and W. A. Boykin, Jr., its Assistant Secretary, this 16th day of January, 1961.

THE COCA-COLA COMPANY

THE COCA-COLA COMPANY
CORPORATE
SEAL
1919
DELAWARE

Lee Talley
President

W. A. Boykin, Jr.
Assistant Secretary

STATE OF GEORGIA)
) ss.:
COUNTY OF FULTON)

BE IT REMEMBERED that on this 16th day of January, 1961, personally came before me, Sarah H. Lee, a Notary Public in and for the County and State aforesaid, Lee Talley, President of The Coca-Cola Company, a Corporation of the State of Delaware, the Corporation described in and which executed the foregoing Certificate, known to me personally to be such, and he, the said Lee Talley, as such President, duly executed said Certificate before me and acknowledged the said Certificate to be his act and deed and the act and deed of said Corporation; that the signatures of the said President and of the Assistant Secretary of said Corporation to said foregoing Certificate are in the handwriting of the said President and Assistant Secretary of said Corporation respectively, and that the seal affixed to said Certificate is the common or corporate seal of said Corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal of office the day and year aforesaid.

Sarah H. Lee
Notary Public

Notary Public, Georgia, State at Large
My Commission Expires Aug. 26, 1963

SARAH H. LEE
NOTARY
PUBLIC
GEORGIA, STATE AT LARGE

State of Delaware

Office of Secretary of State

I, MICHAEL RATCHFORD, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AGREEMENT OF MERGER OF "DUNCAN FOODS CO.," A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF TEXAS, MERGING WITH AND INTO "THE COCA-COLA COMPANY", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, UNDER THE NAME OF "THE COCA-COLA COMPANY", AS RECEIVED AND FILED IN THIS OFFICE THE EIGHTH DAY OF MAY, A.D. 1964, AT 3:30 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION SHALL BE GOVERNED BY THE LAWS OF THE LAWS OF THE STATE OF DELAWARE.

DEPARTMENT OF STATE
OFFICE OF THE SECRETARY OF STATE
DELAWARE

Michael Ratchford, Secretary of State

AUTHENTICATION: 3374947

DATE: 03/10/1992

722070151

5-8-64

PLAN AND AGREEMENT OF MERGER

BETWEEN

THE COCA-COLA COMPANY

AND

DUNCAN FOODS CO.

THIS PLAN AND AGREEMENT OF MERGER, (hereinafter referred to as "Agreement of Merger"), dated as of the 2nd day of March, 1964 by and between The Coca-Cola Company, a Delaware corporation, (hereinafter referred to as "Coca-Cola"), and a majority of the directors thereof, and Duncan Foods Co., a Texas corporation, (hereinafter referred to as "Duncan"), and a majority of the directors thereof,

WITNESSETH:

WHEREAS, The Coca-Cola Company is a corporation duly organized and existing under the laws of the State of Delaware and has authorized capital stock of 15,000,000 shares of common stock without nominal or par value, of which 13,896,420 shares were issued and outstanding as of December 31, 1963, not including 57,325 shares which were held by Coca-Cola as treasury stock; and

WHEREAS, Duncan Foods Co. is a corporation duly organized and existing under the laws of the State of Texas and has authorized capital stock of 3,000,000 shares of common stock of the par value of $1.00 each, of which 1,403,900 shares were issued and outstanding as of December 31, 1963; and

WHEREAS, the Boards of Directors of Coca-Cola and Duncan deem it advisable and in the best interests of each of said corporations and its stockholders that such corporations merge and have, as of the 27th day of January, 1964, entered into a certain Plan and Agreement of Merger; and

WHEREAS, because of the intervening death of one of the directors of Coca-Cola, the Boards of Directors of Coca-Cola and Duncan now deem it advisable and in the best interests of each of said corporations and its stockholders to rescind in its entirety the aforesaid Plan and Agreement of Merger dated as of the 27th day of January, 1964.

NOW, THEREFORE, in consideration of the premises and of the mutual agreements, covenants and provisions herein contained, the corporations, parties to this Agreement of Merger, by and between their respective Boards of Directors, hereby rescind in its entirety the aforesaid Plan and Agreement of Merger dated as of the 27th day of January, 1964, and in lieu thereof do hereby approve this Agreement of Merger, and subject to the conditions hereinafter set forth, hereby prescribe the mode of carrying said Merger into effect, which is as follows:

FIRST: Coca-Cola hereby merges into itself Duncan and Duncan shall be and hereby is merged into Coca-Cola, which shall be the Surviving Corporation.

SECOND: The Certificate of Incorporation of Coca-Cola in effect on the Effective Date shall be the Certificate of Incorporation of the Surviving Corporation.

THIRD: The By-Laws of Coca-Cola in effect on the Effective Date shall be the By-Laws of the Surviving Corporation until amended, altered or repealed as therein provided.

FOURTH: Upon the Effective Date of the merger the number of directors of the Surviving Corporation shall be nineteen, divided into three classes. The names and post office addresses of said directors, who shall hold office from the Effective Date until the annual meetings of the stockholders of the Surviving Corporation in the years indicated below, and until their successors are chosen and qualified, according to law and the By-Laws of the Surviving Corporation, are as follows:

Names of Directors	Years	Post Office Addresses
J. Paul Austin	1965	310 North Avenue, N. W., Atlanta 13, Georgia
R. W. Freeman	1965	P. O. Drawer 50400, New Orleans, Louisiana 70150
Bernard F. Gimbel	1965	1275 Broadway, New York, New York 10001
Lindsey Hopkins	1965	Security Trust Building, Miami, Florida
E. H. Oehlert, Jr.	1965	P. O. Box 2711, Orlando, Florida
Hughes Spalding	1965	434 Trust Co. of Ga. Bldg., Atlanta 3, Georgia
D. A. Turner	1965	P. O. Box 140, Columbus, Georgia
C. H. Candler, Jr.	1966	1702 Candler Building, Atlanta 3, Georgia
William A. Coolidge	1966	70 Memorial Drive, Cambridge 42, Mass.
James A. Farley	1966	515 Madison Avenue, New York 22, New York
William E. Robinson	1966	Quaker Lane, Greenwich, Connecticut
Lee Talley	1966	310 North Avenue, N. W., Atlanta 13, Georgia
R. W. Woodruff	1966	310 North Avenue, N. W., Atlanta 13, Georgia
A. A. Acklin	1967	2520 Peachtree Road, N. W., Atlanta 5, Georgia
Charles W. Duncan, Jr.	1967	P. O. Box 2079, Houston 1, Texas
Harrison Jones	1967	1609 Candler Building, Atlanta 3, Georgia
John T. Lupton	1967	1230 Volunteer Building, Chattanooga 2, Tenn.
John A. Sibley	1967	Trust Co. of Ga. Bldg., Atlanta 3, Georgia
George W. Woodruff	1967	251 Trust Co. of Ga. Bldg., Atlanta 3, Georgia

In the event any person named as a director of the Surviving Corporation should become unavailable prior to the effective date of this Agreement of Merger, through death or other unexpected occurrence, the vacancy thus created may be filled at any meeting of the directors or stockholders of the Surviving Corporation held either before or after the effective date of this Agreement of Merger. If a vacancy should be filled pursuant to the foregoing prior to the effective date of this Agreement of Merger, said Agreement will be deemed to be amended accordingly.

FIFTH: The mode of carrying into effect the merger and the manner of converting the shares of Duncan into shares of the Surviving Corporation shall be as follows:

A. Each share of common stock of Coca-Cola outstanding and each share held as treasury stock on the Effective Date shall continue to be one share of common stock of the Surviving Corporation.

B. Each five and one-half (5.5) shares of the common stock of Duncan outstanding on the Effective Date and all rights in respect thereof shall by virtue of the merger be converted into one fully paid and non-assessable share of common stock of the Surviving Corporation, except that fractional shares of the common stock of the Surviving Corporation shall not be issued, and in lieu thereof cash payments will be made as hereinafter provided.

Each holder of issued and outstanding common stock of Duncan, upon surrender to the Surviving Corporation, or its agent, of the stock certificate or certificates of such Duncan common stock for cancellation or exchange, shall be entitled to receive one or more stock certificates representing in the aggregate the number of full shares of the common stock of the Surviving Corporation into which the common stock surrendered shall be converted (and/or cash in lieu of fractional shares as hereinafter provided).

Until surrendered for cancellation or exchange as hereinabove provided, each stock certificate nominally representing common stock of Duncan issued and outstanding on the Effective Date shall, upon and after such Effective Date, be deemed for all purposes, other than the payment of dividends or other distributions to stockholders of the Surviving Corporation, to represent the number of full shares of common stock of the Surviving Corporation, and rights with respect to cash in lieu of fractional shares as hereinafter provided, that the holder thereof would be entitled to receive upon its surrender for cancellation or exchange. Unless and until such issued and outstanding stock certificate or certificates of Duncan shall be so surrendered, no dividend or other distribution payable to holders of record of common stock of the Surviving Corporation of any date subsequent to the Effective Date shall be paid to the holder of such certificate or certificates; but, upon such surrender of such certificate or certificates, there shall be paid to the record holder of common stock of the Surviving Corporation issued in exchange therefor the amount, without interest, of any such dividends and other distributions that have theretofore been paid with respect to the number of full shares of common stock of the Surviving Corporation represented by the certificate or certificates therefor issued upon such surrender.

No fractional share of common stock of the Surviving Corporation will be issued to any holder of common stock of Duncan who would otherwise be entitled to receive a fraction of a share of common stock of the Surviving Corporation, but each such holder shall in lieu thereof be paid an amount in cash equal to the value of such fraction, based upon the closing price of common stock of Coca-Cola on the New York Stock Exchange on the Effective Date, or, if such common stock was not traded on that date, then on the last date prior thereto on which said common stock was traded.

SIXTH: Upon the Effective Date each outstanding employee stock option to purchase shares of common stock of Duncan shall be converted into and become (without any change in the benefits granted the holder of any such option that would cause such option not to qualify as a restricted stock option under Section 421 of the Internal Revenue Code of 1954 or as an option entitling the holders to similar tax benefits under any legislation modifying or replacing Section 421) an option on identical terms (except as hereinafter in this paragraph provided) to purchase, at a price equal to five and five-tenths ($5\frac{5}{10}$'s) times the option price specified in such option agreement, one share of common stock of the Surviving Corporation for each five and five-tenths ($5\frac{5}{10}$'s) shares of common stock of Duncan which the holder of such option would otherwise be entitled to purchase.

SEVENTH: Upon the Effective Date, the separate corporate existence of Duncan shall cease, and in accordance with this Agreement of Merger, the Surviving Corporation shall, without other transfer, succeed to and possess all of the rights, privileges, powers and franchises of a public as well as of a private nature, and be subject to all the restrictions, disabilities and duties of both Coca-Cola and Duncan, and all and singular the rights, privileges, powers and franchises of both of said corporations, and all property, real, personal and mixed, and all debts due to either of said corporations on whatever account or belonging to either of said corporations, shall be vested in the Surviving Corporation; all property rights, privileges, powers and franchises, and all and every other interest shall be thereafter as effectively the property of the Surviving Corporation as they were of Duncan and Coca-Cola; provided, that all rights of creditors and all liens upon the property of Duncan and Coca-Cola shall be preserved unimpaired, limited in lien to the property affected by such lien at the time when this Agreement of Merger shall become effective, and all debts, liabilities and duties of Duncan and Coca-Cola shall thenceforth attach to the Surviving Corporation and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by the Surviving Corporation. If at any time the Surviving Corporation shall deem or be advised that any

further assignments, assurances in law or other acts or instruments are necessary or desirable to vest or confirm in the Surviving Corporation the title to any property of the aforesaid two corporations, said corporations and their proper officers and directors shall and will do all such acts and things as may be necessary or proper to vest or confirm title to such property in the Surviving Corporation, and otherwise to carry out the purposes of this Agreement of Merger.

EIGHTH: The Surviving Corporation shall, if the merger provided for herein is consummated, pay all expenses of the merger.

NINTH: Prior to the Effective Date, neither Duncan nor Coca-Cola shall, without first obtaining the written approval of the other, (i) engage in any activity or transaction other than in the ordinary course of business, except as contemplated by this Agreement of Merger, or (ii) issue, sell or subdivide any shares of its stock, except upon exercise of an option or right of purchase or conversion outstanding on the date hereof, or (iii) grant or sell any right or option to purchase or subscribe to, or to convert into, shares of its stock, and (iv) Duncan will not declare or pay any dividend or make any distribution on its stock prior to the Effective Date.

TENTH: The laws of the State of Delaware shall govern the Surviving Corporation and its registered office in such state shall continue to be 100 West Tenth Street, Wilmington, Delaware.

ELEVENTH: This Agreement of Merger shall be submitted to the stockholders of Coca-Cola and of Duncan as provided by the applicable laws of the State of Delaware and of the State of Texas at meetings which shall be held on or before June 1, 1964, or on such later date as the Boards of Directors of Coca-Cola and of Duncan shall mutually approve. After the adoption by the votes of the stockholders of each of said corporations, as required by the laws of the respective states in which said corporations are incorporated, voting separately, that fact shall be certified on this Agreement of Merger by the Secretary, or an Assistant Secretary, of Coca-Cola and by the Secretary, or an Assistant Secretary, of Duncan under the respective corporate seals of said corporations and the Agreement of Merger shall be executed and acknowledged and taken and deemed to be the agreement and act of merger of Coca-Cola and Duncan upon the filing of this Agreement of Merger in the office of the Secretary of State of Delaware and the recording of a copy thereof duly certified by the Secretary of State of Delaware under the seal of his office, in the office of the Recorder of the County of New Castle, State of Delaware, and upon the delivery of the articles of merger in duplicate to the Secretary of State of Texas for filing and the issuance by such officer of a certificate of merger. The Effective Date shall be the date upon which such filing and recording shall be completed.

TWELFTH: The Agreement of Merger may be terminated and the merger hereby provided for abandoned by resolution of either the Board of Directors of The Coca-Cola Company or Duncan Foods Co. at any time prior to the filing and recording of such Agreement of Merger on the Effective Date, and telegraphic notice of any such termination by either Board of Directors shall be made immediately to the President of the other Company.

In the event of termination of this Agreement of Merger as above provided, this Agreement of Merger shall become wholly void and of no effect, and there shall be no liability on the part of either Coca-Cola or Duncan, or their respective Boards of Directors or stockholders.

THIRTEENTH: For the convenience of the parties, and to facilitate the filing and recording of this Agreement of Merger, any number of counterparts thereof may be executed and each such counterpart shall be deemed to be an original instrument.

IN WITNESS WHEREOF, pursuant to authority duly given by the Board of Directors of THE COCA-COLA COMPANY, and by the Board of Directors of DUNCAN FOODS CO., this Agreement of Merger has been signed on behalf of said respective corporations by the directors, or a majority thereof, of THE COCA-COLA COMPANY and of DUNCAN FOODS CO., under their respective corporate seals, attested by their respective Secretaries, or an Assistant Secretary, as of the day and year first above written.

THE COCA-COLA COMPANY

THE COCA-COLA COMPANY
CORPORATE SEAL
1919
DELAWARE

Attest:

Secretary

Constituting a majority of the Board of Directors of The Coca-Cola Company

DUNCAN FOODS CO.

Attest:

Secretary

Constituting a majority of the Board of Directors of Duncan Foods Co.

DUNCAN FOODS CO.

CERTIFICATE OF ADOPTION

OF

PLAN AND AGREEMENT OF MERGER

I, J. W. Jones, Secretary of The Coca-Cola Company, a corporation of the State of Delaware, (hereinafter called the Company), do hereby certify that:

1. The Board of Directors of the Company, at a meeting duly called and held on March 2, 1964 upon proper notice, at which a quorum was at all times present, authorized the foregoing Agreement of Merger and voted to submit such an Agreement of Merger to the holders of the Company's common stock.

2. The foregoing Agreement of Merger was thereafter submitted to the holders of common stock of the Company, being the only authorized and issued stock of the Company, at a meeting of stockholders duly called and held in accordance with the law on May 4, 1964 after proper notice of such meeting stating the time, place and purpose thereof, together with a full, true and correct copy of such Agreement of Merger, had been deposited in the post office, postage prepaid, on or before April 10, 1964 (being more than twenty days prior to the date fixed for such meeting), addressed to each holder of common stock of the Company at his last post office address appearing on the records of the Company.

3. At such meeting of stockholders of the Company held on May 4, 1964 such Agreement of Merger was considered and was adopted and approved by the votes, cast either in person or by proxy, of the holders of more than two-thirds of the stock of the Company, entitled to vote on a proposal to merge the Company with another corporation.

IN WITNESS WHEREOF, I have hereunto signed my name and affixed the seal of the Company this 4th day of May, 1964.

J. W. Jones

THE COCA-COLA COMPANY
CORPORATE SEAL
1919
DELAWARE

CERTIFICATE OF ADOPTION
OF
PLAN AND AGREEMENT OF MERGER

I, SAMUEL H. PEAKE, Secretary of Duncan Foods Co., a corporation of the State of Texas, (hereinafter called the Company), do hereby certify that:

1. The Board of Directors of the Company, at a meeting duly called and held on **February** 20, 1964 upon proper notice, at which a quorum was at all times present, authorized the foregoing Agreement of Merger and voted to submit such an Agreement of Merger to the holders of the Company's common stock.

2. The foregoing Agreement of Merger was thereafter submitted to the holders of common stock of the Company, being the only authorized and issued stock of the Company, at a special meeting of stockholders duly called and held in accordance with the law on May 1 , 1964 after proper notice of such special meeting stating the time, place and purpose thereof, together with a full, true and correct copy of such Agreement of Merger, had been deposited in the post office, postage prepaid, on or before April 3, 1964 (being more than twenty days prior to the date fixed for such meeting), addressed to each holder of common stock of the Company at his last post office address appearing on the records of the Company.

3. At such special meeting of stockholders of the Company held on May 1 , 1964 such Agreement of Merger was considered and was adopted and approved by the votes, cast either in person or by proxy, of the holders of more than four-fifths of the stock of the Company, entitled to vote on a proposal to merge the Company with another corporation.

IN WITNESS WHEREOF, I have hereunto signed my name and affixed the seal of the Company this 1st day of May , 1964.

Samuel H. Peake

DUNCAN FOODS CO.

THE FOREGOING AGREEMENT OF MERGER, having been executed by a majority of the Board of Directors of The Coca-Cola Company and by a majority of the Board of Directors of Duncan Foods Co., and having been adopted by the stockholders of each of the aforesaid corporations, the President or a Vice President and the Secretary or an Assistant Secretary of each of such corporations do now hereby execute this Agreement of Merger under the corporate seals of their respective corporations, by authority of the directors and stockholders thereof, as the respective acts, deeds and agreements of each of such corporations, on this 4th day of May, 1964.

THE COCA-COLA COMPANY
CORPORATE SEAL
1919
DELAWARE

THE COCA-COLA COMPANY

.....
President

Attest:

.....
Secretary

DUNCAN FOODS CO.

DUNCAN FOODS CO.

.....
President

Attest:

.....
Secretary

STATE OF DELAWARE
COUNTY OF NEW CASTLE } ss.:

BE IT REMEMBERED, that on this 4th day of May, 1964, personally came before me, M. Ruth Mannering, a Notary Public in and for the county and state aforesaid, J. Paul Austin, President of THE COCA-COLA COMPANY, a Delaware corporation, and one of the corporations described in and which executed the foregoing Agreement of Merger, known to me personally to be such, and he, the said J. Paul Austin, as such President, duly executed said Agreement of Merger before me and acknowledged said Agreement of Merger to be the act, deed and agreement of said THE COCA-COLA COMPANY, a Delaware corporation, that the signatures of said President and the Secretary of said corporation to said foregoing Agreement of Merger are in the handwriting of said President and Secretary respectively of said THE COCA-COLA COMPANY, and that the seal affixed to said Agreement of Merger is the common or corporate seal of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal of office, the day and year aforesaid.

M. Ruth Mannering
Notary Public

M. RUTH MANNERING
NOTARY PUBLIC
APPOINTED FEB. 12, 1963
TERM TWO YEARS
STATE OF DELAWARE

STATE OF TEXAS }
COUNTY OF HARRIS } ss:

BE IT REMEMBERED, that on this day of , 1964, personally came before me, , a Notary Public in and for the county and state aforesaid, Charles W. Duncan, Jr., President of DUNCAN FOODS CO., a Texas corporation, and one of the corporations described in and which executed the foregoing Agreement of Merger, known to me personally to be such, and he, the said Charles W. Duncan, Jr., as such President, duly executed said Agreement of Merger before me and acknowledged said Agreement of Merger to be the act, deed and agreement of said DUNCAN FOODS CO., a Texas corporation, that the signatures of said President and the Secretary of said corporation to said foregoing Agreement of Merger are in the handwriting of said President and Secretary respectively of said DUNCAN FOODS CO., and that the seal affixed to said Agreement of Merger is the common or corporate seal of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal of office, the day and year aforesaid.

Notary Public

NOTARY PUBLIC
COUNTY OF HARRIS, TEXAS

State of Delaware

Office of Secretary of State

I, MICHAEL RATCHFORD, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "THE COCA-COLA COMPANY" FILED IN THIS OFFICE ON THE TWENTY-SECOND DAY OF JANUARY, A.D. 1965, AT 10 O'CLOCK A.M.

* * * * * * * * * * *

Michael Ratchford, Secretary of State

AUTHENTICATION: 3374953

DATE: 03/10/1992

722070152

CERTIFICATE OF AMENDMENT OF

CERTIFICATE OF INCORPORATION OF THE COCA-COLA COMPANY

THE COCA-COLA COMPANY, a corporation organized and existing under the "General Corporation Law of the State of Delaware", the Certificate of Incorporation of which was filed in the Office of the Secretary of State of Delaware on September 5, 1919, and recorded in the Office of the Recorder of Deeds for New Castle County, Delaware, on September 5, 1919, DOES HEREBY CERTIFY:

FIRST: That at a meeting of the Board of Directors of said THE COCA-COLA COMPANY, duly held and convened on November 16, 1964, a resolution was duly adopted setting forth an amendment proposed to the Certificate of Incorporation of said Corporation as follows:

By striking out ARTICLE FOURTH in its entirety, and inserting in lieu thereof the following:

"FOURTH. The number of shares of stock that may be issued by said Corporation is 35,000,000, and the 35,000,000 shares are to be common stock without nominal or par value.

The number of shares with which said corporation shall begin business shall be ten (10) shares of common stock of no nominal or par value.

If any part of said 35,000,000 shares authorized hereunder shall be generally offered to the public, stockholders of record twenty days prior to such offer shall be entitled to the pre-emptive right to subscribe for the stock so offered, in proportion to their then existing holdings of common stock."

SECOND: That thereafter, pursuant to the aforesaid resolution of the Board of Directors, a special meeting of the stockholders of said THE COCA-COLA COMPANY was duly called and held in accordance with the law and the By-Laws of said Corporation, at the office of the Company in the City of Wilmington, State of Delaware, on the 18th day of January, 1965, at 11:00 o'clock in the forenoon, Eastern Standard Time, at which meeting more than a majority of the voting stockholders of said Corporation were present in person or by proxy, and by a vote conducted in accordance with Section 242 of the General Corporation Law of the State of Delaware, said amendment was adopted, the persons or bodies corporate holding a majority of the issued and outstanding voting stock of said Corporation voted in favor of amending the Certificate of Incorporation of THE COCA-COLA COMPANY as is set forth in the preceding paragraph FIRST hereof.

THIRD: That the aforesaid amendment has been duly adopted in accordance with the provisions and requirements of Section 242 of the General Corporation Law of the State of Delaware, as amended.

FOURTH: That the capital of the Corporation will not be reduced under or by reason of this amendment.

IN WITNESS WHEREOF, Said THE COCA-COLA COMPANY has caused its corporate seal to be hereunto affixed and this Certificate to be signed by J. Paul Austin, its President, and J. W. Jones, its Secretary, this 18th day of January, 1965.

THE COCA-COLA COMPANY
CORPORATE SEAL
1919
DELAWARE

THE COCA-COLA COMPANY

J. Paul Austin
President

J. W. Jones
Secretary

STATE OF DELAWARE)
) SS:
COUNTY OF NEW CASTLE)

BE IT REMEMBERED that on this 18th day of January, A. D. 1965, personally came before me, M. Ruth Mannering, a Notary Public in and for the County and State aforesaid, J. Paul Austin, President of THE COCA-COLA COMPANY, a Delaware corporation, the Corporation described in and which executed the foregoing Certificate, known to me personally to be such, and he, the said J. Paul Austin, as President, duly executed said Certificate before me and acknowledged the said Certificate to be his act and deed and the act and deed of said Corporation; that the signatures of said President and Secretary of said Corporation to said foregoing Certificate are in the handwriting of the said President and Secretary of said Corporation respectively, and that the seal affixed to said Certificate is the common or corporate seal of said Corporation, and that their acts of sealing, executing, acknowledging and delivering said Certificate was duly authorized by the Board of Directors and stockholders of said Corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal of office the day and year aforesaid.

M. Ruth Mannering

M. RUTH MANNERING
NOTARY PUBLIC
APPOINTED FEB. 12, 1963
STATE OF DELAWARE
TERM TWO YEARS

State of Delaware

Office of Secretary of State

I, MICHAEL RATCHFORD, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "THE COCA-COLA COMPANY" FILED IN THIS OFFICE ON THE SIXTH DAY OF MAY, A.D. 1968, AT 11:30 O'CLOCK A.M.

* * * * * * * * * * *

Michael Ratchford, Secretary of State

AUTHENTICATION: 3374956

DATE: 03/10/1992

722070153

5-6-68

CERTIFICATE OF AMENDMENT OF

CERTIFICATE OF INCORPORATION OF THE COCA-COLA COMPANY

THE COCA-COLA COMPANY, a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY:

FIRST: That at a meeting of the Board of Directors of THE COCA-COLA COMPANY resolutions were duly adopted setting forth a proposed amendment to the Certificate of Incorporation of said corporation, declaring said amendment to be advisable and calling a meeting of the stockholders of said corporation for consideration thereof. The resolution setting forth the proposed amendment is as follows:

> RESOLVED, That the Certificate of Incorporation of this corporation be amended by changing the Article thereof numbered "FOURTH" so that, as amended said Article shall be and read as follows:
>
> > "FOURTH. The number of shares of stock that may be issued by said Corporation is 70,000,000, and the 70,000,000 shares are to be common stock without nominal or par value.
> >
> > The number of shares with which said Corporation shall begin business shall be ten (10) shares of common stock of no nominal or par value.
> >
> > If any part of said 70,000,000 shares authorized hereunder shall be generally offered to the public, stockholders of record twenty days prior to such offer shall be entitled to the pre-emptive right to subscribe for the stock so offered in proportion to their then existing holdings of common stock."
>
> RESOLVED FURTHER, That this Certificate of Amendment of the Certificate of Incorporation shall become effective at the close of business on May 13, 1968.

SECOND: That thereafter, pursuant to resolution of its Board of Directors, an annual meeting of the stockholders of said Corporation was duly called and held, upon notice in accordance with Section 222 of the General Corporation Law of the State of Delaware at which meeting the necessary number of shares as required by statute were voted in favor of the amendment.

THIRD: That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

FOURTH: That the capital of said Corporation will not be reduced under or by reason of said amendment.

IN WITNESS WHEREOF, said THE COCA-COLA COMPANY has caused its corporate seal to be hereunto affixed and this certificate to be signed by J. Paul Austin, its President, and attested by J. W. Jones, its Secretary, this 6th day of May, 1968.

The Coca-Cola Company
Corporate Seal
1919
Delaware

THE COCA-COLA COMPANY

By J. Paul Austin
President

ATTEST:

By J. W. Jones
Secretary

STATE OF DELAWARE)
) SS.
COUNTY OF NEW CASTLE)

BE IT REMEMBERED that on this 6th day of May, 1968, personally came before me, a Notary Public in and for the County and State aforesaid, J. Paul Austin, President of THE COCA-COLA COMPANY, a Corporation of the State of Delaware, and he duly executed said certificate before me and acknowledged the said certificate to be his act and deed and the act and deed of said Corporation and the facts stated therein are true; and that the seal affixed to said certificate and attested by the Secretary of said Corporation is the common or corporate seal of said Corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal of office the day and year aforesaid.

Johanna M. Miller
Notary Public

Johanna M. Miller
Notary Public
Appointed
Oct. 2, 1967
Term
Two Years
State of Delaware

State of Delaware

Office of Secretary of State

I, MICHAEL RATCHFORD, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AGREEMENT OF MERGER OF "AQUA-CHEM, INC." A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF WISCONSIN, MERGING WITH AND INTO "THE COCA-COLA COMPANY", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, UNDER THE NAME OF "THE COCA-COLA COMPANY", AS RECEIVED AND FILED IN THIS OFFICE THE EIGHTH DAY OF MAY, A.D. 1970, AT 4:30 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION SHALL BE GOVERNED BY THE LAWS OF THE LAWS OF THE STATE OF DELAWARE.

DEPARTMENT OF STATE
OFFICE OF THE SECRETARY OF STATE
DELAWARE

Michael Ratchford, Secretary of State

AUTHENTICATION: 3374967

DATE: 03/10/1992

722070155

5-8-70

PLAN AND AGREEMENT OF MERGER

BETWEEN

THE COCA-COLA COMPANY

AND

AQUA-CHEM, INC.

THIS PLAN AND AGREEMENT OF MERGER, (hereinafter referred to as "Agreement of Merger"), dated as of the 2nd day of March, 1970 by and between THE COCA-COLA COMPANY, a Delaware corporation, (hereinafter referred to as "Coca-Cola"), and AQUA-CHEM, INC., a Wisconsin corporation, (hereinafter referred to as "Aqua-Chem"),

WITNESSETH:

WHEREAS, The Coca-Cola Company is a corporation duly organized and existing under the laws of the State of Delaware and has authorized capital stock of 70,000,000 shares of common stock without nominal or par value, of which 57,499,021 shares were issued and outstanding as of December 31, 1969, not including 80,800 shares which were held by Coca-Cola as treasury stock; and

WHEREAS, Aqua-Chem, Inc. is a corporation duly organized and existing under the laws of the State of Wisconsin and has authorized capital stock of 4,000,000 shares of common stock of the par value of $1.00 each, of which 2,305,236 shares were issued and outstanding as of December 31, 1969, and 500,000 shares of preferred stock of the par value of $1.00 each, of which no shares were issued and outstanding as of December 31, 1969; and

WHEREAS, the Boards of Directors of Coca-Cola and Aqua-Chem deem it advisable and in the best interests of each of said corporations and its stockholders that such corporations merge and have, as of the Effective Date (as hereinafter defined), entered into a certain Plan and Agreement of Merger:

NOW, THEREFORE, in consideration of the premises and of the mutual agreements, covenants and provisions herein contained, the corporations, parties to this Agreement of Merger, do hereby approve this Agreement of Merger, and subject to the conditions hereinafter set forth, hereby prescribe the mode of carrying said Merger into effect, which is as follows:

FIRST: Coca-Cola hereby merges into itself Aqua-Chem and Aqua-Chem shall be and hereby is merged into Coca-Cola, which shall be the Surviving Corporation.

SECOND: The Certificate of Incorporation of Coca-Cola in effect on the Effective Date shall be the Certificate of Incorporation of the Surviving Corporation until amended, altered or repealed pursuant to the General Corporation Law of the State of Delaware.

THIRD: The By-Laws of Coca-Cola in effect on the Effective Date shall be the By-Laws of the Surviving Corporation until amended, altered or repealed as therein provided.

FOURTH: Upon the Effective Date of the merger the number of directors of the Surviving Corporation shall be sixteen, divided into three classes. The names and post office addresses of said directors, who shall hold office from the Effective Date until the annual meetings of the stockholders of the

Surviving Corporation in the years indicated below, and until their successors are chosen and qualified, according to law and the By-Laws of the Surviving Corporation, are as follows:

Name of Directors	Years	Post Office Addresses
J. Paul Austin	1971	310 North Avenue, N. W., Atlanta, Ga. 30313
Thomas H. Choate	1971	White, Weld & Co., 300 Park Ave., New York, N.Y. 10022
R. W. Freeman	1971	P.O. Drawer 50400, New Orleans, La. 70150
Lindsey Hopkins	1971	Security Trust Building, Miami, Fla. 33132
D. A. Turner	1971	P.O. Box 140, Columbus, Ga. 31902
C. H. Candler, Jr.	1972	25 Pryor Street N. E., Atlanta, Ga. 30303
William A. Coolidge	1972	70 Memorial Drive, Cambridge, Mass. 02142
James A. Farley	1972	515 Madison Avenue, New York, N. Y. 10022
Lee Talley	1972	P. O. Box 278, St. Michaels, Md. 21663
R. W. Woodruff	1972	310 North Avenue, N. W., Atlanta, Ga. 30313
A. A. Acklin	1973	2632 Peachtree Road, N. W., Atlanta, Ga. 30305
J. C. Cleaver	1973	P. O. Box 421, Milwaukee, Wisconsin 53201
Charles W. Duncan, Jr.	1973	195 Knightsbridge, London S. W. 7, England
John T. Lupton	1973	1230 Volunteer Building, Chattanooga, Tenn. 37402
John A. Sibley	1973	Trust Company of Georgia Bldg., Atlanta, Ga. 30303
George W. Woodruff	1973	251 Trust Co. of Ga. Bldg., Atlanta, Ga. 30303

In the event any person named as a director of the Surviving Corporation should become unavailable prior to the Effective Date of this Agreement of Merger, through death or other unexpected occurrence, the vacancy thus created may be filled at any meeting of the directors or stockholders of the Surviving Corporation held either before or after the Effective Date of this Agreement of Merger. If a vacancy should be filled pursuant to the foregoing prior to the Effective Date of this Agreement of Merger, said Agreement will be deemed to be amended accordingly. The officers of Coca-Cola in office on the Effective Date shall thereafter continue to hold the offices then held by them until their successors are chosen and qualify.

FIFTH: The mode of carrying into effect the merger and the manner of converting the shares of Aqua-Chem into shares of the Surviving Corporation shall be as follows:

A. Each share of common stock of Coca-Cola outstanding and each share held as treasury stock on the Effective Date shall continue to be one share of common stock of the Surviving Corporation.

B. Each one and three thousand one hundred fifteen/ten thousandths (1.3115) shares of the common stock of Aqua-Chem outstanding on the Effective Date and all rights in respect thereof shall by virtue of the merger be converted into one fully paid and non-assessable share of common stock of the Surviving Corporation, except that fractional shares of the common stock of the Surviving Corporation shall not be issued, and in lieu thereof cash payments will be made as hereinafter provided.

Each holder of issued and outstanding common stock of Aqua-Chem, upon surrender to the Surviving Corporation, or its agent, of the stock certificate or certificates of such Aqua-Chem common stock for cancellation or exchange, shall be entitled to receive one or more stock certificates representing in the aggregate the number of full shares of the common stock of the Surviving Corporation into

which the common stock surrendered shall be converted (and/or cash in lieu of fractional shares as hereinafter provided).

Until surrendered for cancellation or exchange as hereinabove provided, each stock certificate nominally representing common stock of Aqua-Chem issued and outstanding on the Effective Date shall, upon and after such Effective Date, be deemed for all purposes, other than the payment of dividends or other distributions to stockholders of the Surviving Corporation, to represent the number of full shares of common stock of the Surviving Corporation, and rights with respect to cash in lieu of fractional shares as hereinafter provided, that the holder thereof would be entitled to receive upon its surrender for cancellation or exchange. Unless and until such issued and outstanding stock certificate or certificates of Aqua-Chem shall be so surrendered, no dividend or other distribution payable to holders of record of common stock of the Surviving Corporation of any date subsequent to the Effective Date shall be paid to the holder of such certificate or certificates; but, upon such surrender of such certificate or certificates, there shall be paid to the record holder of common stock of the Surviving Corporation issued in exchange therefor the amount, without interest, of any such dividends and other distributions that have theretofore been paid with respect to the number of full shares of common stock of the Surviving Corporation represented by the certificate or certificates therefor issued upon such surrender.

No fractional share of common stock of the Surviving Corporation will be issued to any holder of common stock of Aqua-Chem who would otherwise be entitled to receive a fraction of a share of common stock of the Surviving Corporation, but each such holder shall in lieu thereof be paid an amount in cash equal to the value of such fraction, based upon the closing price of common stock of Coca-Cola on the New York Stock Exchange on the Effective Date, or, if such common stock was not traded on that date, then on the last date prior thereto on which said common stock was traded.

SIXTH: Upon the Effective Date each outstanding employee stock option to purchase shares of common stock of Aqua-Chem shall be converted into and become (without any change in the benefits granted the holder of any such option that would cause such option not to qualify as a qualified or restricted stock option under Sections 421-425 inclusive of the Internal Revenue Code of 1954 or as an option entitling the holders to similar tax benefits under any legislation modifying or replacing said Sections) an option on identical terms (except as hereinafter in this paragraph provided) to purchase, at a price equal to 1.3115 times the option price specified in such option agreement, one share of common stock of the Surviving Corporation for each 1.3115 shares of common stock of Aqua-Chem which the holder of such option would otherwise be entitled to purchase; provided, however, if the conversion computation results in a fraction, the fraction shall be disregarded with only the full share or shares being counted.

SEVENTH: Upon the Effective Date, the separate corporate existence of Aqua-Chem shall cease, and in accordance with this Agreement of Merger, the Surviving Corporation shall, without other transfer, succeed to and possess all of the rights, privileges, powers and franchises of a public as well as of a private nature, and be subject to all the restrictions, disabilities and duties of both Coca-Cola and Aqua-Chem, and all and singular the rights, privileges, powers and franchises of both of said corporations, and all property, real, personal and mixed, and all debts due to either of said corporations on whatever account or belonging to either of said corporations, shall be vested in the Surviving Corporation; all property rights, privileges, powers and franchises, and all and every other interest shall be thereafter as effectively the property of the Surviving Corporation as they were of Aqua-Chem and Coca-Cola; provided, that all rights of creditors and all liens upon the property of Aqua-Chem and Coca-Cola shall be preserved unimpaired, limited in lien to the property affected by such lien at the time when this Agreement of Merger shall become effective, and all debts, liabilities and duties of Aqua-Chem and Coca-Cola shall thenceforth attach to the Surviving Corporation and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or

contracted by the Surviving Corporation. If at any time the Surviving Corporation shall deem or be advised that any further assignments, assurances in law or other acts or instruments are necessary or desirable to vest or confirm in the Surviving Corporation the title to any property of the aforesaid two corporations, said corporations and their proper officers and directors shall and will do all such acts and things as may be necessary or proper to vest or confirm title to such property in the Surviving Corporation, and otherwise to carry out the purposes of this Agreement of Merger.

EIGHTH: The Surviving Corporation shall, if the merger provided for herein is consummated, pay all expenses of the merger.

NINTH: Prior to the Effective Date, neither Aqua-Chem nor Coca-Cola shall, without first obtaining the written approval of the other, (i) engage in any activity or transaction other than in the ordinary course of business, except as contemplated by this Agreement of Merger, or (ii) issue, sell or subdivide any shares of its stock, except upon exercise of an option or right of purchase or conversion outstanding on the date hereof, or (iii) grant or sell any right or option to purchase or subscribe to, or to convert into, shares of its stock, and (iv) Aqua-Chem will not declare or pay any dividend or make any distribution on its stock prior to the Effective Date.

TENTH: The laws of the State of Delaware shall govern the Surviving Corporation and its registered office in such state shall continue to be 100 West Tenth Street, Wilmington, Delaware 19899.

ELEVENTH: This Agreement of Merger shall be submitted to the stockholders of Coca-Cola and of Aqua-Chem as provided by the applicable laws of the State of Delaware and of the State of Wisconsin at meetings which shall be held on or before June 1, 1970, or on such later date as the Boards of Directors of Coca-Cola and of Aqua-Chem shall mutually approve. After the adoption or approval by the votes of the stockholders of each of said corporations, as required by the laws of the respective states in which said corporations are incorporated, voting separately, that fact shall be certified on this Agreement of Merger by the Secretary, or an Assistant Secretary, of Coca-Cola and by the Secretary, or an Assistant Secretary, of Aqua-Chem under the respective corporate seals of said corporations and the Agreement of Merger shall be executed and acknowledged and taken and deemed to be the agreement and act of merger of Coca-Cola and Aqua-Chem upon the filing of the Articles of Merger in duplicate and the documents required by Section 180.68 of the Wisconsin Business Corporation Law with the Secretary of State of Wisconsin and the recording of one copy of the Articles of Merger with the Register of Deeds of Milwaukee County, Wisconsin, and the filing of this Agreement of Merger in the office of the Secretary of State of Delaware. The Effective Date for purposes of this Agreement shall be the date upon which such filing and recording shall be completed.

TWELFTH: The Agreement of Merger may be terminated and the merger hereby provided for abandoned by resolution of either the Board of Directors of The Coca-Cola Company or Aqua-Chem, Inc. at any time prior to the filing and recording of such Articles of Merger and Agreement of Merger on the Effective Date, and telegraphic notice of any such termination by either Board of Directors shall be made immediately to the President (or Chief Executive Officer) of the other Company.

In the event of termination of this Agreement of Merger as above provided, this Agreement of Merger shall become wholly void and of no effect, and there shall be no liability on the part of either Coca-Cola or Aqua-Chem, or their respective Boards of Directors or stockholders.

THIRTEENTH: The parties hereby acknowledge that all rights, privileges and obligations covered by this Agreement of Merger were concluded through direct negotiations without benefit of brokers, finders or other third parties, except for consulting services rendered to Aqua-Chem by E. F. Hutton & Company Inc.

FOURTEENTH: For the convenience of the parties, and to facilitate the filing and recording of this Agreement of Merger, any number of counterparts thereof may be executed and each such counterpart shall be deemed to be an original instrument.

IN WITNESS WHEREOF, pursuant to authority duly given by the Board of Directors of THE COCA-COLA COMPANY, and by the Board of Directors of AQUA-CHEM, INC., this Agreement of Merger has been executed as of the day and year first above written.

THE COCA-COLA COMPANY

By J. PAUL AUSTIN
President

J. W. JONES
Secretary

THE COCA-COLA COMPANY
CORPORATE
SEAL
1919
DELAWARE

AQUA-CHEM, INC.

By JOHN K. COLLINGS, JR.
President

E. A. KOVIC
Secretary

AQUA-CHEM, INC.
CORPORATE
SEAL
WISCONSIN

STATE OF GEORGIA)
COUNTY OF FULTON) SS.:

BE IT REMEMBERED, that on this 2nd day of March, 1970, personally came before me, MYRTLE C. THOMPSON, a Notary Public in and for the county and state aforesaid, J. Paul Austin, President of THE COCA-COLA COMPANY, a Delaware corporation, and one of the corporations described in and which executed the foregoing Plan and Agreement of Merger, known to me personally to be such, and he, the said J. Paul Austin, as such President, duly executed said Plan and Agreement of Merger before me and acknowledged said Plan and Agreement of Merger to be the act, deed and agreement of said THE COCA-COLA COMPANY, a Delaware corporation, that the signatures of said President and the Secretary of said corporation to said foregoing Plan and Agreement of Merger are in the handwriting of said President and Secretary respectively of said THE COCA-COLA COMPANY, and that the seal affixed to said Plan and Agreement of Merger is the common or corporate seal of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal of office, the day and year aforesaid.

MRS. MYRTLE C. THOMPSON
NOTARY
PUBLIC
STATE OF GEORGIA AT LARGE

MRS. MYRTLE C. THOMPSON
Notary Public, Georgia, State at Large

My Commission Expires Mar. 9, 1971

STATE OF WISCONSIN)
COUNTY OF MILWAUKEE) SS.:

BE IT REMEMBERED, that on this 6th day of March, 1970, personally came before me, JOSEPH H. HAJDU, a Notary Public in and for the county and state aforesaid, John K. Collings, Jr., President of AQUA-CHEM, INC., a Wisconsin corporation, and one of the corporations described in and which executed the foregoing Plan and Agreement of Merger, known to me personally to be such, and he, the said John K. Collings, Jr., as such President, duly executed said Plan and Agreement of Merger before me and acknowledged said Plan and Agreement of Merger to be the act, deed and agreement of said AQUA-CHEM, INC., a Wisconsin corporation, that the signatures of said President and the Secretary of said corporation to said foregoing Plan and Agreement of Merger are in the handwriting of said President and Secretary respectively of AQUA-CHEM, INC., and that the seal affixed to said Plan and Agreement of Merger is the common or corporate seal of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal of office, the day and year aforesaid.

JOSEPH H. HAJDU
NOTARY
PUBLIC
MILWAUKEE CO., WIS.

JOSEPH H. HAJDU
Notary Public

My Commission Expires Oct. 11, 1970

CERTIFICATE OF THE SECRETARY

of

THE COCA-COLA COMPANY

I, J. W. JONES, Secretary of THE COCA-COLA COMPANY, hereby certify that the Plan and Agreement of Merger to which this Certificate is attached, before being signed by its duly authorized officers, and by the duly authorized officers of AQUA-CHEM, INC., under the respective corporate seals of said corporations, was duly submitted to the Board of Directors of said THE COCA-COLA COMPANY at a meeting thereof held after due notice on March 2, 1970, and that said Board of Directors duly adopted a resolution approving said Plan and Agreement of Merger.

And I do further certify that the Plan and Agreement of Merger was thereafter submitted to the holders of common stock of THE COCA-COLA COMPANY, being the only authorized and issued stock of THE COCA-COLA COMPANY, at a meeting of stockholders duly called and held in accordance with the law on May 4, 1970 after proper notice of such meeting stating the time, place and purpose thereof, together with a full, true and correct copy of such Plan and Agreement of Merger, had been deposited in the post office, postage prepaid, on or before April 10, 1970 (being more than twenty days prior to the date fixed for such meeting), addressed to each holder of common stock of THE COCA-COLA COMPANY at his last post office address appearing on the records of THE COCA-COLA COMPANY. At such meeting of stockholders of THE COCA-COLA COMPANY held on May 4, 1970 such Plan and Agreement of Merger was considered and was adopted and approved by the votes, cast either in person or by proxy, of the holders of a majority of the stock of THE COCA-COLA COMPANY entitled to vote on a proposal to merge THE COCA-COLA COMPANY with another corporation.

IN WITNESS WHEREOF, I have hereunto signed my name and affixed the seal of THE COCA-COLA COMPANY this 4th day of May, 1970.

THE COCA-COLA COMPANY
CORPORATE
SEAL
1919
DELAWARE

J. W. JONES

J. W. Jones

STATE OF DELAWARE }
COUNTY OF NEW CASTLE } SS.:

BE IT REMEMBERED, that on this 4th day of May, 1970, personally came before me, HOWARD K. WEBB, a Notary Public in and for the county and state aforesaid, J. W. Jones, Secretary of THE COCA-COLA COMPANY, a Delaware corporation, known to me personally to be such, who acknowledged the foregoing Certificate to be his free act and deed in his said capacity, and that the facts stated therein are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal of office, the day and year aforesaid.

HOWARD K. WEBB
NOTARY PUBLIC
APPOINTED JUNE 27, 1968
TERM 2 YEARS
STATE OF DELAWARE

HOWARD K. WEBB

Notary Public

CERTIFICATE OF THE SECRETARY

of

AQUA-CHEM, INC.

I, E. A. Kovic, Secretary of Aqua-Chem, Inc., hereby certify that the Plan and Agreement of Merger to which this Certificate is attached, before being signed by its duly authorized officers, and by the duly authorized officers of The Coca-Cola Company, under the respective corporate seals of said corporations, was duly submitted to the Board of Directors of said Aqua-Chem, Inc., and that said Board of Directors, by their unanimous written consent on March 2, 1970, duly adopted a resolution approving said Plan and Agreement of Merger.

And I do further certify that the Plan and Agreement of Merger was thereafter submitted to the holders of common stock of Aqua-Chem, Inc., being the only authorized and issued stock of Aqua-Chem, Inc., at a special meeting of stockholders duly called and held in accordance with the law on May 1, 1970 after proper notice of such special meeting stating the time, place and purpose thereof, together with a full, true and correct copy of such Plan and Agreement of Merger, had been deposited in the post office, postage prepaid, on or before March 23, 1970 (being more than twenty days prior to the date fixed for such meeting), addressed to each holder of common stock of Aqua-Chem, Inc., at his last post office address appearing on the records of Aqua-Chem, Inc. At such special meeting of stockholders of Aqua-Chem, Inc., held on May 1, 1970 such Plan and Agreement of Merger was considered and was adopted and approved by the votes, cast either in person or by proxy, of the holders of more than two-thirds of the stock of Aqua-Chem, Inc., entitled to vote on a proposal to merge Aqua-Chem, Inc., with another corporation.

In Witness Whereof, I have hereunto signed my name and affixed the seal of the Company this 1st day of May, 1970.

AQUA-CHEM, INC.
CORPORATE
SEAL
WISCONSIN

E. A. Kovic

E. A. Kovic

State of Wisconsin }
County of Milwaukee } ss.:

Be It Remembered, that on this 1st day of May, 1970, personally came before me, Robert P. Harland, a Notary Public in and for the county and state aforesaid, E. A. Kovic, Secretary of Aqua-Chem, Inc., a Wisconsin corporation, who acknowledged the foregoing Certificate to be his free act and deed in his said capacity.

In Witness Whereof, I have hereunto set my hand and seal of office, the day and year aforesaid.

ROBERT P. HARLAND
NOTARY
PUBLIC
MILWAUKEE CO. WIS.

Robert P. Harland
Notary Public

My Comm. is Permanent

THE FOREGOING PLAN AND AGREEMENT OF MERGER, having been duly approved by the Board of Directors of The Coca-Cola Company and by the Board of Directors of Aqua-Chem, Inc., and having been adopted by the stockholders of each of the aforesaid corporations, the Chief Executive Officer and the Secretary of each of such corporations do now hereby execute this Plan and Agreement of Merger under the corporate seals of their respective corporations, by authority of the directors and stockholders thereof, as the respective acts, deeds and agreements of each of such corporations, as of this 4th day of May, 1970.

THE COCA-COLA COMPANY
CORPORATE
SEAL
1919
DELAWARE

THE COCA-COLA COMPANY

J. P. AUSTIN
President

Attest:

J. W. JONES
Secretary

AQUA-CHEM, INC.
CORPORATE
SEAL
WISCONSIN

AQUA-CHEM, INC.

J. C. CLEAVER
Chairman of the Board

Attest:

E. A. KOVIC
Secretary

STATE OF DELAWARE)
COUNTY OF NEW CASTLE) SS.:

BE IT REMEMBERED, that on this 4th day of May, 1970, personally came before me, HOWARD K. WEBB, a Notary Public in and for the county and state aforesaid, J. Paul Austin, President of THE COCA-COLA COMPANY, a Delaware corporation, and one of the corporations described in and which executed the foregoing Plan and Agreement of Merger, known to me personally to be such, and he, the said J. Paul Austin, as such President, duly executed said Plan and Agreement of Merger before me and acknowledged said Plan and Agreement of Merger to be the act, deed and agreement of said THE COCA-COLA COMPANY, a Delaware corporation, that the signatures of said President and the Secretary of said corporation to said foregoing Plan and Agreement of Merger are in the handwriting of said President and Secretary respectively of said THE COCA-COLA COMPANY, and that the seal affixed to said Plan and Agreement of Merger is the common or corporate seal of said corporation, and that the facts stated therein are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal of office, the day and year aforesaid.

HOWARD K. WEBB
NOTARY PUBLIC
APPOINTED JUNE 27, 1968
TERM 2 YEARS
STATE OF DELAWARE

HOWARD K. WEBB
Notary Public

STATE OF WISCONSIN)
COUNTY OF MILWAUKEE) SS.:

BE IT REMEMBERED, that on this 1st day of May, 1970, personally came before me, ROBERT P. HARLAND, a Notary Public in and for the county and state aforesaid, J. C. Cleaver, Chairman of the Board of AQUA-CHEM, INC., a Wisconsin corporation, and one of the corporations described in and which executed the foregoing Plan and Agreement of Merger, known to me personally to be such, and he, the said J. C. Cleaver, as such Chairman of the Board, duly executed said Plan and Agreement of Merger before me and acknowledged said Plan and Agreement of Merger to be the act, deed and agreement of said AQUA-CHEM, INC., a Wisconsin corporation, that the signatures of said Chairman of the Board and the Secretary of said corporation to said foregoing Plan and Agreement of Merger are in the handwriting of said Chairman of the Board and Secretary respectively of said AQUA-CHEM, INC., and that the seal affixed to said Plan and Agreement of Merger is the common or corporate seal of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal of office, the day and year aforesaid.

ROBERT P. HARLAND
NOTARY
PUBLIC
MILWAUKEE CO. WIS.

ROBERT P. HARLAND
Notary Public

My Comm. is Permanent

ARTICLES OF MERGER

of

AQUA-CHEM, INC.

(a Wisconsin Corporation)

into

THE COCA-COLA COMPANY

(a Delaware Corporation)

These Articles of Merger of Aqua-Chem, Inc., a Wisconsin corporation, and The Coca-Cola Company, a Delaware corporation, are hereby executed in duplicate by the undersigned Chairman of the Board and Secretary of Aqua-Chem, Inc. and the undersigned President and Secretary of The Coca-Cola Company, who certify that:

1. The name of the surviving corporation is

THE COCA-COLA COMPANY

2. These Articles of Amendment are attached to a true and correct copy of the Plan and Agreement of Merger by and between Aqua-Chem, Inc. and The Coca-Cola Company.

3. The foregoing Plan and Agreement of Merger was adopted by the stockholders of Aqua-Chem, Inc. on May 1, 1970 and The Coca-Cola Company on May 4, 1970.

4. On March 14, 1970, the record date for determination of stockholders entitled to notice of and to vote at the May 1, 1970, Special Meeting of Stockholders of Aqua-Chem, Inc., 2,305,236 shares of Common Stock, $1 par value, of Aqua-Chem, Inc. were outstanding. All such shares were entitled to vote; no shares of Aqua-Chem, Inc. were entitled to vote as a separate class.

5. 1,841,712 shares of Common Stock, $1 par value, of Aqua-Chem, Inc. voted for the adoption of the Plan and Agreement of Merger and 169,796 shares of Common Stock, $1 par value, of Aqua-Chem, Inc., voted against adoption of the Plan and Agreement of Merger.

6. On March 20, 1970, the record date for determination of stockholders entitled to notice of and to vote at the May 4, 1970, Annual Meeting of Stockholders of The Coca-Cola Company, 57,523,723 shares of Common Stock, without nominal or par value, of The Coca-Cola Company were outstanding. All such shares were entitled to vote; no shares of The Coca-Cola Company were entitled to vote as a separate class.

7. 47,862,768 shares of Common Stock, without nominal or par value, of The Coca-Cola Company voted for the adoption of the Plan and Agreement of Merger and 136,570 shares of Common Stock, without nominal or par value, of The Coca-Cola Company voted against the adoption of the Plan and Agreement of Merger.

Dated this 4th day of May, 1970.

THE COCA-COLA COMPANY

J. P. AUSTIN
President

J. W. JONES
Secretary

THE COCA-COLA COMPANY
CORPORATE
SEAL
1919
DELAWARE

AQUA-CHEM, INC.

J. C. CLEAVER
Chairman of the Board

E. A. KOVIC
Secretary

AQUA-CHEM, INC.
CORPORATE
SEAL
WISCONSIN

State of Delaware

Office of Secretary of State

I, MICHAEL RATCHFORD, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "THE COCA-COLA COMPANY" FILED IN THIS OFFICE ON THE THIRD DAY OF MAY, A.D. 1977, AT 10 O'CLOCK A.M.

* * * * * * * * * * *

Michael Ratchford, Secretary of State

AUTHENTICATION: 3374962

DATE: 03/10/1992

722070154

5-3-77

CERTIFICATE OF AMENDMENT

OF

CERTIFICATE OF INCORPORATION

* * * * *

THE COCA-COLA COMPANY, a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY:

FIRST: That at meetings of the Board of Directors on March 2, 1977 and April 4, 1977, resolutions were duly adopted setting forth a proposed amendment to the Certificate of Incorporation, declaring said amendment to be advisable and calling a meeting of the stockholders of said corporation for consideration thereof. The resolution setting forth the proposed amendment is as follows:

> "RESOLVED, That the Certificate of Incorporation of this Company be and the same hereby is amended by changing the Article thereof numbered 'FOURTH', so that as amended said Article shall read as follows:
>
> > 'FOURTH: The number of shares of stock that may be issued by said corporation is 140,000,000, and the 140,000,000 shares are to be common stock without nominal or par value.
> >
> > 'No stockholder shall have any preemptive right to subscribe to an additional issue of stock or to any security convertible into such stock.
> >
> > 'Each share of common stock of the Company without par value issued and outstanding or held in the treasury of the Company immediately prior to close of business on May 9, 1977, that being the time when the amendment of this Article FOURTH of the Certificate of Incorporation shall have become effective, is changed into and reclassified as two fully paid and non-assessable shares of common stock without par value.'"

SECOND: That thereafter, pursuant to resolution of its Board of Directors, the annual meeting of the stockholders of said corporation was duly called and held May 2, 1977, upon notice in accordance with Section 222 of the General Corporation Law of the State of Delaware

at which meeting the necessary number of shares as required by statute were voted in favor of the amendment.

THIRD: That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

FOURTH: That the capital of the Corporation will not be reduced under or by reason of this amendment.

FIFTH: That said amendment is to be effective at the close of business on May 9, 1977.

IN WITNESS WHEREOF, said THE COCA-COLA COMPANY has caused this Certificate to be signed by CHARLES W. ADAMS, its Executive Vice President, and attested by MARION H. ALLEN, JR., its Assistant Secretary, this 2nd day of May, 1977.

THE COCA-COLA COMPANY

By _____
(Charles W. Adams)
Executive Vice President

CORPORATE SEAL

ATTEST:

By _____
(Marion H. Allen, Jr.)
Assistant Secretary

State of Delaware

Office of Secretary of State

I, MICHAEL RATCHFORD, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AGREEMENT OF MERGER OF "COCA-COLA BOTTLING CO. OF VALLEJO", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF CALIFORNIA, MERGING WITH AND INTO "THE COCA-COLA COMPANY", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, UNDER THE NAME OF "THE COCA-COLA COMPANY", AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-EIGHTH DAY OF FEBRUARY, A.D. 1983, AT 1 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION SHALL BE GOVERNED BY THE LAWS OF THE LAWS OF THE STATE OF DELAWARE.

Michael Ratchford, Secretary of State

AUTHENTICATION: 3374971

DATE: 03/10/1992

722070156

2-5-53

CERTIFICATE OF MERGER
OF
COCA-COCA BOTTLING CO. OF VALLEJO
INTO
THE COCA-COLA COMPANY

The undersigned corporation, organized and existing under and by virtue of the General Corporation Law of the State of Delaware,

DOES HEREBY CERTIFY:

FIRST: That the name and state of incorporation of each of the constituent corporations of the merger is as follows:

Name	State of Incorporation
The Coca-Cola Company	Delaware
Coca-Cola Bottling Co. of Vallejo	California

SECOND: That an agreement of merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with subsection (c) of Section 252 of the General Corporation Law of the State of Delaware.

THIRD: That the name of the surviving corporation of the merger is The Coca-Cola Company.

FOURTH: That the certificate of incorporation of The Coca-Cola Company, a Delaware corporation, shall be the certificate of incorporation of the surviving corporation.

FIFTH: That the executed agreement of merger is on file at the principal place of business of the surviving corporation. The address of the principal place of business of the surviving corporation is 310 North Avenue, N.W., Atlanta, Georgia 30313.

SIXTH: That a copy of the agreement of merger will be furnished by the surviving corporation, on request and without cost, to any stockholder of any constituent corporation.

SEVENTH: That the authorized capital stock of Coca-Cola Bottling Co. of Vallejo, a constituent corporation which is not a corporation of the State of Delaware, is 25,000 shares of common stock, par value $10.00 per share.

ATTEST:

By: _____
Richard D. Ford
Secretary

THE COCA-COLA COMPANY

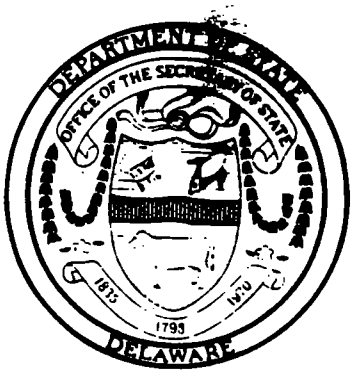
By: _____
M. Douglas Ivester
Vice President

State of Delaware

Office of Secretary of State

I, MICHAEL RATCHFORD, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "THE COCA-COLA COMPANY" FILED IN THIS OFFICE ON THE SECOND DAY OF MAY, A.D. 1983, AT 12:15 O'CLOCK P.M.

* * * * * * * * * * *



Michael Ratchford, Secretary of State

AUTHENTICATION: 3374973

DATE: 03/10/1992

722070156

FILED

MAY 2 1983 12:15 P.M.

SECRETARY OF STATE

CERTIFICATE OF AMENDMENT

OF

CERTIFICATE OF INCORPORATION

* * * * *

THE COCA-COLA COMPANY, a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Company"), DOES HEREBY CERTIFY:

FIRST: That at a meeting of the Board of Directors on March 2, 1983, resolutions were duly adopted setting forth a proposed amendment to the Certificate of Incorporation of the Company, declaring said amendment to be advisable and directing that the proposed amendment and the matter thereof be considered at the next annual meeting of stockholders of the Company. The resolution setting forth the proposed amendment is as follows:

> RESOLVED, that the Certificate of Incorporation of the Company be and the same hereby is amended by amending Article "FOURTH" thereof so that said Article, as amended, shall read in its entirety as follows:
>
> > FOURTH: The number of shares of stock that may be issued by said corporation is 180,000,000, and the 180,000,000 shares are to be common stock without nominal or par value.
> >
> > No stockholder shall have any preemptive right to subscribe to an additional issue of stock or to any security convertible into such stock.

SECOND: That thereafter, pursuant to resolution of its Board of Directors, the annual meeting of the stockholders of

the Company was duly called and held on May 2, 1983, upon notice in accordance with Section 222 of the General Corporation Law of the State of Delaware, at which meeting the necessary number of shares as required by statute were voted in favor of the amendment.

THIRD: That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

FOURTH: That said amendment is to be effective at the close of business on May 3, 1983.

IN WITNESS WHEREOF, THE COCA-COLA COMPANY has caused this Certificate to be signed by Donald R. Keough, its President and Chief Operating Officer, and attested by Richard D. Ford, its Senior Vice President and Secretary, all as of the 2nd day of May, 1983.

THE COCA-COLA COMPANY

By: _____
Donald R. Keough
President and
Chief Operating Officer

CORPORATE SEAL

ATTEST:

By: _____
Richard D. Ford
Senior Vice President
and Secretary

State of Delaware

Office of Secretary of State

I, MICHAEL RATCHFORD, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ABOVE AND FOREGOING IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CHANGE OF LOCATION OF REGISTERED OFFICE OF THE COMPANIES REPRESENTED BY "THE CORPORATION TRUST COMPANY", AS IT APPLIES TO "THE COCA-COLA COMPANY" AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-SEVENTH DAY OF JULY, A.D. 1984, AT 4:30 O'CLOCK P.M.

Michael Ratchford, Secretary of State

AUTHENTICATION: 3374979

DATE: 03/10/1992

722070157

FILED
4:30
JUL 27 1984 P.M.

CERTIFICATE OF CHANGE OF ADDRESS OF

REGISTERED OFFICE AND OF REGISTERED AGENT

PURSUANT TO SECTION 134 OF TITLE 8 OF THE DELAWARE CODE

To: DEPARTMENT OF STATE
Division of Corporations
Townsend Building
Federal Street
Dover, Delaware 19903

Pursuant to the provisions of Section 134 of Title 8 of the Delaware Code, the undersigned Agent for service of process, in order to change the address of the registered office of the corporations for which it is registered agent, hereby certifies that:

1. The name of the agent is: The Corporation Trust Company

2. The address of the old registered office was:

100 West Tenth Street
Wilmington, Delaware 19801

3. The address to which the registered office is to be changed is:

Corporation Trust Center
1209 Orange Street
Wilmington, Delaware 19801

The new address will be effective on July 30, 1984.

4. The names of the corporations represented by said agent are set forth on the list annexed to this certificate and made a part hereof by reference.

IN WITNESS WHEREOF, said agent has caused this certificate to be signed on its behalf by its Vice-President and Assistant Secretary this 25th day of July, 1984.

THE CORPORATION TRUST COMPANY
(Name of Registered Agent)

By Virginia Cobrell
(Vice-President)

ATTEST:

(Assistant Secretary)

STATE OF DELAWARE - DIVISION OF CORPORATIONS

CHANGE OF ADDRESS FILING FOR

CORPORATION TRUST AS OF JULY 27,1984

DOMESTIC

0088529 THE COCA-COLA COMPANY 09/05/1919 D DE

State of Delaware

Office of Secretary of State

I, MICHAEL RATCHFORD, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "THE COCA-COLA COMPANY" FILED IN THIS OFFICE ON THE NINTH DAY OF JUNE, A.D. 1986, AT 3:45 O'CLOCK P.M.

* * * * * * * * * * *

Michael Ratchford, Secretary of State

AUTHENTICATION: 3374985

DATE: 03/10/1992

722070158

FILED 3:40 PM

JUN 9 1986

SECRETARY OF STATE

CERTIFICATE OF AMENDMENT

OF

CERTIFICATE OF INCORPORATION

OF THE COCA-COLA COMPANY

THE COCA-COLA COMPANY, a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Company"), hereby certifies:

FIRST: That at a meeting held April 17, 1986, at which a quorum was acting and present throughout, resolutions were duly adopted by the Board of Directors of the Company setting forth a proposed amendment to the Certificate of Incorporation of the Company, declaring said amendment to be advisable and directing that the proposed amendment and the matter thereof be considered at a special meeting of shareholders of the Company held June 4, 1986. The resolution setting forth the proposed amendment is as follows:

RESOLVED, that the Certificate of Incorporation of the Company be, and the same hereby is, amended by amending Article "FOURTH" thereof so that said Article, as amended, shall read in its entirety as follows:

FOURTH: The number of shares of stock that may be issued by the Company is 700,000,000 shares of common stock having a par value of $1.00 per share.

No shareholder shall have any preemptive right to subscribe to an additional issue of common stock or to any security convertible into such stock.

Each share of common stock of the Company without par value issued and outstanding or held in the treasury of the Company immediately prior to the close of business on June 16, 1986, that being the time when the amendment of this Article FOURTH of the Certificate of Incorporation shall have become effective, is changed into and reclassified as three fully paid and nonassessable shares of common stock, par value $1.00 per share, and at the close of business on such date, each holder of record of common stock shall, without further action, be and become the holder of two additional shares of common stock for each share of common stock held of record immediately prior thereto. Effective at the close of business on

such date, each certificate representing shares of common stock outstanding or held in the treasury immediately prior to such time shall continue to represent the same number of shares of common stock and as promptly as practicable thereafter, the Company shall issue and cause to be delivered to each holder of record of shares of common stock at the close of business on such date an additional certificate or certificates representing two additional shares of common stock for each share of common stock held of record immediately prior thereto.

SECOND: That thereafter, pursuant to resolution of the Board of Directors of the Company, a special meeting of the shareholders of the Company was duly called and held on June 4, 1986, upon notice in accordance with Section 222 of the General Corporation Law of the State of Delaware, at which meeting the necessary number of shares as required by statute was voted in favor of the amendment.

THIRD: That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

FOURTH: That said amendment is to be effective at the close of business on June 16, 1986.

IN WITNESS WHEREOF, The Coca-Cola Company has caused this Certificate to be signed by Donald R. Keough, its President and Chief Operating Officer, attested by Donald R. Greene, its Secretary, and its seal hereunto affixed, all as of the 4th day of June, 1986.

THE COCA-COLA COMPANY

By: _____
Donald R. Keough, President and Chief Operating Officer

(SEAL)

Attest:

_____
Donald R. Greene, Secretary

State of Delaware

Office of Secretary of State

I, MICHAEL RATCHFORD, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER OF "GUARANTY INVESTMENT COMPANY" MERGING WITH AND INTO "THE COCA-COLA COMPANY" UNDER THE NAME OF "THE COCA-COLA COMPANY" AS RECEIVED AND FILED IN THIS OFFICE THE TWENTIETH DAY OF JANUARY, A.D. 1987, AT 11:55 O'CLOCK A.M.

* * * * * * * * * * *

Michael Ratchford, Secretary of State

AUTHENTICATION: 3374990

DATE: 03/10/1992

722070159

C/7020012

FILED

JAN 20 1967

CERTIFICATE OF MERGER
OF
GUARANTY INVESTMENT COMPANY
INTO
THE COCA-COLA COMPANY

The undersigned corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware,

DOES HEREBY CERTIFY:

FIRST: That the name and state of incorporation of each of the constituent corporations of the merger is as follows:

NAME	STATE OF INCORPORATION
Guaranty Investment Company	Delaware
The Coca-Cola Company	Delaware

SECOND: That an agreement of merger between the parties to the merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of subsection (c) of section 251 of the General Corporation Law of the State of Delaware.

THIRD: The name of the surviving corporation of the merger is The Coca-Cola Company.

FOURTH: That the Certificate of Incorporation of The Coca-Cola Company shall be the Certificate of Incorporation of the surviving corporation.

FIFTH: That the executed agreement of merger is on file at the principal place of business of the surviving corporation. The address of the principal place of business of the surviving corporation is 310 North Avenue, N.W., Atlanta, Georgia 30313.

SIXTH: That a copy of the agreement of merger will be furnished by the surviving corporation, on request and without cost to any stockholder of any constituent corporation.

THE COCA-COLA COMPANY

Dated: January 20, 1987

By: _____

Title: Sr. Vice President & Chief Financial Officer

[CORPORATE SEAL]

ATTEST:

By: _____

Title: Assistant Secretary
The Coca-Cola Company

State of Delaware

Office of Secretary of State

I, MICHAEL RATCHFORD, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER OF "PIEDMONT SECURITIES COMPANY" MERGING WITH AND INTO "THE COCA-COLA COMPANY" UNDER THE NAME OF "THE COCA-COLA COMPANY" AS RECEIVED AND FILED IN THIS OFFICE THE TWENTIETH DAY OF JANUARY, A.D. 1987, AT 11:56 O'CLOCK A.M.

▲ ▲ ▲ ▲ ▲ ▲ ▲ ▲ ▲ ▲ ▲

Michael Ratchford, Secretary of State

AUTHENTICATION: ▲3374994

DATE: 03/10/1992

722070159

CERTIFICATE OF MERGER
OF
PIEDMONT SECURITIES COMPANY
INTO
THE COCA-COLA COMPANY

The undersigned corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware,

DOES HEREBY CERTIFY:

FIRST: That the name and state of incorporation of each of the constituent corporations of the merger is as follows:

NAME	STATE OF INCORPORATION
Piedmont Securities Company	Delaware
The Coca-Cola Company	Delaware

SECOND: That an agreement of merger between the parties to the merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of subsection (c) of section 251 of the General Corporation Law of the State of Delaware.

THIRD: The name of the surviving corporation of the merger is The Coca-Cola Company.

FOURTH: That the Certificate of Incorporation of The Coca-Cola Company shall be the Certificate of Incorporation of the surviving corporation.

FIFTH: That the executed agreement of merger is on file at the principal place of business of the surviving corporation. The address of the principal place of business of the surviving corporation is 310 North Avenue, N.W., Atlanta, Georgia 30313.

SIXTH: That a copy of the agreement of merger will be furnished by the surviving corporation, on request and without cost to any stockholder of any constituent corporation.

THE COCA-COLA COMPANY

Dated: January 20, 1987

By: M Loyd Gretlein ggc

Title: Sr. Vice President and Chief Financial Officer

[CORPORATE SEAL]

ATTEST:

By: Susan E. Shaw

Title: Assistant Secretary
The Coca-Cola Company

State of Delaware

Office of Secretary of State

I, MICHAEL RATCHFORD, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "THE COCA-COLA COMPANY" FILED IN THIS OFFICE ON THE FIRST DAY OF MAY, A.D. 1987, AT 9 O'CLOCK A.M.

* * * * * * * * * * *

Michael Ratchford, Secretary of State

AUTHENTICATION: 3374996

DATE: 03/10/1992

722070159

FILED 9 AM

MAY 1 1987

SECRETARY OF STATE

CERTIFICATE OF AMENDMENT OF CERTIFICATE OF INCORPORATION OF THE COCA-COLA COMPANY

The Coca-Cola Company, a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Company"), does hereby certify:

FIRST: That at a meeting held February 19, 1987, at which a quorum was acting and present throughout, resolutions were duly adopted by the Board of Directors of the Company setting forth a proposed amendment to the Certificate of Incorporation of the Company, declaring said amendment to be advisable and directing that the proposed amendment and the matter thereof be considered at the annual meeting of shareholders of the Company held April 15, 1987. The resolution setting forth the proposed amendment is as follows:

RESOLVED, that the Certificate of Incorporation of the Company be, and the same hereby is, amended by amending Article Fourth thereof so that said Article, as amended, shall read in its entirety as follows:

> FOURTH: The total number of shares of all classes of stock that the Corporation shall have authority to issue is Eight Hundred Million (800,000,000) shares, consisting of Seven Hundred Million (700,000,000) shares of common stock, par value $1 per share and One Hundred Million (100,000,000) shares of preferred stock, par value $1 per share.
>
> The Board of Directors of the Corporation is authorized, subject to any limitations prescribed by law, to provide for the issuance of the shares of preferred stock in series, and by filing a certificate pursuant to the applicable law of the State of Delaware (hereinafter referred to as a "Preferred Stock Designation") to establish from time to time the number of shares to be included in each such series, and to fix the designation, powers, preferences, and rights of the shares of each such series and any qualifications, limitations or restrictions thereof. The number of authorized shares of preferred stock may be increased or decreased (but not below the number of shares thereof then outstanding) by the affirmative vote of the holders of the majority of the shares of common stock, without a vote of the holders of the shares of preferred stock, or of any series thereof, unless a vote of any such holders is required pursuant to the

Preferred Stock Designation or Preferred Stock Designations establishing the series of preferred stock.

Each holder of shares of common stock shall be entitled to one vote for each share of common stock held of record on all matters on which the holders of shares of common stock are entitled to vote.

No stockholder shall have any preemptive right to subscribe to an additional issue of shares of any class of stock of the Corporation or to any security convertible into such stock.

FURTHER RESOLVED, that the Certificate of Incorporation of the Company be, and the same hereby is, amended by adding a new Article Eleventh thereto, which Article shall read in its entirety as follows:

ELEVENTH:

A. A director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the Delaware General Corporation Law, or (iv) for any transaction from which the director derived any improper personal benefit. If the Delaware General Corporation Law is amended after approval by the stockholders of this article to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Delaware General Corporation Law, as so amended.

B. Any repeal or modification of Article Eleventh, Paragraph A, by the stockholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

SECOND: That thereafter, pursuant to resolution of the Board of Directors of the Company, the annual meeting of the shareholders of the Company was duly called and held on April 15, 1987, upon notice in accordance with Section 222 of the General Corporation Law of the State of Delaware, at which meeting the necessary number of shares as required by statute was voted in favor of the amendment.

THIRD: That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, The Coca-Cola Company has caused this Certificate to be signed by Donald R. Keough, its President and Chief Operating Officer, attested by Donald R. Greene, its Secretary, and its seal hereunto affixed, all as of the 30 day of April, 1987.

THE COCA-COLA COMPANY

[SEAL]

By: _____
Donald R. Keough, President
and Chief Operating Officer

Attest:

_____
Donald R. Greene, Secretary

State of Delaware

Office of Secretary of State

I, MICHAEL RATCHFORD, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF STOCK DESIGNATION OF "THE COCA-COLA COMPANY" FILED IN THIS OFFICE ON THE SECOND DAY OF SEPTEMBER, A.D. 1988, AT 12 O'CLOCK P.M.

* * * * * * * * * * *

Michael Ratchford, Secretary of State

AUTHENTICATION: 3374999

DATE: 03/10/1992

722070160

88236049

12 noon
FILED
SEP 2 1988

CERTIFICATE OF DESIGNATION

OF

MONEY MARKET CUMULATIVE PREFERRED™ STOCK

OF

THE COCA-COLA COMPANY

Pursuant to Section 151 of the

General Corporation Law of the State of Delaware

THE COCA-COLA COMPANY, a corporation organized and existing under the laws of the State of Delaware (the "Company"), HEREBY CERTIFIES:

Resolutions providing for and in connection with the issue of preferred stock of the Company, $1.00 par value, were duly adopted by the Board of Directors and the Preferred Stock Committee of the Company, pursuant to authority conferred upon the Board of Directors by the provisions of the Certificate of Incorporation of the Company, which authorize the issuance of up to 100,000,000 shares of preferred stock, par value $1.00 per share, and authority conferred upon the Preferred Stock Committee by the Board of Directors as follows:

RESOLVED, that, in accordance with the recommendation of the Finance Committee of the Company, the Company be, and it hereby is, authorized to offer, issue and sell up to 4,000 shares (or such other number of shares as determined by the Preferred Stock Committee (as hereinafter defined)) of preferred stock, par value $1.00, with a liquidation preference, in the aggregate, of up to $400,000,000 (as used in these resolutions, the "Preferred Stock") in one or more series, on such terms, and with such designations, preferences, relative, participating, optional, redemption, exchange or other special rights, and such dividend periods, method of determining dividend rates, whether by auction method or otherwise, and such other terms and conditions as the Preferred Stock Committee approves; provided, however, that the Preferred Stock Committee shall have no power or authority to alter the voting powers of the Preferred Stock as set forth in these resolutions; and

FURTHER RESOLVED, that there be and there hereby are established four new series of Preferred Stock, par value $1.00 per share, of the Company, each such series consisting of 750 shares with a liquidation preference of $100,000 per share, and

designated as Money Market Cumulative Preferred Stock, Series A (the "Series A MMP™"), Money Market Cumulative Preferred Stock, Series B (the "Series B MMP"), Money Market Cumulative Preferred Stock, Series C (the "Series C MMP") and Money Market Cumulative Preferred Stock, Series D (the "Series D MMP"), respectively (such preferred stock being referred to for purposes of these resolutions as the "MMP"); and

FURTHER RESOLVED, that the designations, powers, preferences and relative, participating, optional or other special rights, and the qualifications, limitations and restrictions, of MMP are hereby established as follows:

PART I

1. Number of Shares; Ranking. (a) The number of authorized shares constituting each series of MMP is 750. No fractional shares of MMP shall be issued.

(b) Any shares of MMP which at any time have been redeemed or purchased by the Company shall, after such redemption or purchase, have the status of authorized but unissued shares of preferred stock, without designation as to series, until such shares are once more designated as part of a particular series by the Board of Directors.

(c) The shares of MMP of any series shall rank senior to or on a parity with shares of any other series of the Company's preferred stock as to dividends and upon dissolution, liquidation or winding up of the Company and shall rank on a parity with shares of MMP of any other series as to dividends and upon dissolution, liquidation or winding up of the Company.

2. Dividends. (a) The Holders of shares of MMP of any series shall be entitled to receive, when, as and if declared by the Board of Directors, out of funds legally available therefor, cumulative cash dividends at the Applicable Rate per annum, determined as set forth in paragraph (c) of this Section 2, and no more, payable on the respective dates determined as set forth in paragraph (b) of this Section 2. Dividends on shares of any series of MMP shall accrue at the Applicable Rate per annum from the Date of Original Issue thereof.

(b) (i) Dividends shall be payable on shares of:

(A) Series A MMP, on Wednesday, October 26, 1988, and on each succeeding seventh Wednesday thereafter,

(B) Series B MMP, on Wednesday, November 2, 1988, and on each succeeding seventh Wednesday thereafter,

(C) Series C MMP, on Tuesday, November 22, 1988, on Wednesday, January 11, 1989, and on each succeeding seventh Wednesday thereafter,

(D) Series D MMP, on Wednesday, November 30, 1988, and on each succeeding seventh Wednesday thereafter,

provided that if: (1)(x) the Securities Depository shall make available to its participants and members, in next-day funds in New York City on Dividend Payment Dates or shall make available to its participants and members, in funds immediately available in New York City on Dividend Payment Dates, the amount then so due as dividends but shall not have so advised the Auction Agent and (y) in the case of dividends payable on a Wednesday (I) such Wednesday is not a Business Day, (II) the Thursday following such Wednesday is not a Business Day or (III) both the Tuesday and the Monday preceding such Wednesday are not Business Days, then the Dividend Payment Date shall be the first Business Day that is preceded by a Business Day that is, or falls after, such preceding Monday and is immediately followed by a Business Day and (z) in the case of dividends payable on Tuesday, November 22, 1988, such Tuesday is not a Business Day, then the Dividend Payment Date shall be the first Business Day preceeding such Tuesday that is immediately followed by a Business Day; or (2)(x) the Securities Depository shall make available to its participants and members, in funds immediately available in New York City on the Dividend Payment Dates, the amount due as dividends on such Dividend Payment Date and shall have so advised the Auction Agent and (y)(I) such Wednesday is not a Business Day or (II) both the Tuesday and the Monday preceding such Wednesday are not Business Days, then the Dividend Payment Date shall be the first Business Day that is preceded by a Business Day that is, or falls after, such preceding Monday; provided, further, however, that if any date on which dividends would be payable for any series of MMP as determined above is a day that would result in the number of days between the second Auction Date preceding such date and the date that would have been the Auction Date next succeeding such second Auction Date (determined by including such second preceding Auction Date and excluding the date that would have been such next succeeding Auction Date) not being at least equal to the Minimum Holding Period, then dividends on such series shall be payable on the first Business Day following such date that results in the number of days between successive Auction Dates for such series (determined as above) being at least equal to the Minimum Holding Period; provided, however, that the Board of Directors, in the event of a change in law changing the Minimum Holding Period, shall adjust the period of time between Auction Dates for any series of MMP so as, subject to the foregoing provisos in this subparagraph (b)(i), to adjust uniformly the number of Rate Period Days in Subsequent Rate Periods of such series commencing after the date of such change in law to equal or exceed the Minimum Holding Period if after such adjustment (i) such number of Rate Period Days does not exceed the length of the Minimum Holding Period by more than nine days and is not less than seven or more than 182 days and (ii) dividends continue to be payable, subject to such provisos, on successive Wednesdays designated by the Board of Directors, in

which event dividends shall be payable on shares of such series of MMP on the successive Wednesdays so designated by the Board of Directors and, if there are more than 90 Rate Period Days in any such Subsequent Rate Period, on the Wednesday that is the 91st day thereof (with respect to the Dividend Period ending on such 90th day), subject to such provisos. Upon any such change in the number of Rate Period Days as a result of a change in Law, the Company shall mail notice of such change by first class mail, postage prepaid, to each Holder at such Holder's address as the same appears on the stock books of the Company.

(ii) So long as the then-current Applicable Rate with respect to shares of any series of MMP was not determined by the formula of 200% of LIBOR, the Company shall pay to the Auction Agent not later than 12 Noon, New York City time, on the Business Day next preceding each Dividend Payment Date for shares of such series, an aggregate amount of funds available on the next Business Day in the City of New York, New York, equal to the dividends to be paid to all Holders on such Dividend Payment Date.

(iii) All moneys paid to the Auction Agent for the payment of dividends (or for the payment of any late charges pursuant to subparagraph (c)(i) of this Section 2) shall be held in trust for the payment of such dividends (and any such late charge) by the Auction Agent for the benefit of the Holders specified in subparagraph (b)(iv) of this Section 2.

(iv) Each dividend on shares of MMP shall be paid on the Dividend Payment Date therefor to the Holders as their names appear on the stock books of the Company on the Business Day next preceding such Dividend Payment Date; provided, however, that if the then-current Applicable Rate for such shares of MMP shall have been determined by the formula of 200% of LIBOR, such dividend shall be paid to the Holders as their names appear on the stock books of the Company on such date, not exceeding 15 days preceding the payment date thereof, as may be fixed by the Board of Directors. Dividends in arrears for any past Dividend Period may be declared and paid at any time, without reference to any regular Dividend Payment Date, to the Holders as their names appear on the stock books of the Company on such date, not exceeding 15 days preceding the payment date thereof, as may be fixed by the Board of Directors.

(c) (i) The dividend rate on shares of MMP of any series during the period from and after the Date of Original Issue thereof to and including the last day of the Initial Rate Period thereof shall be:

(A) for Series A MMP, 6.5% per annum;

(B) for Series B MMP, 6.5% per annum;

(C) for Series C MMP, 6.625% per annum; and

(D) for Series D MMP, 6.65% per annum.

For each Subsequent Rate Period of any series of MMP, the dividend rate on shares of such series shall be equal to the rate per annum that results from an Auction for such series on the Auction Date next preceding such Subsequent Rate Period; provided, however, that if an Auction for any Subsequent Rate Period of any series of MMP is not held for any reason (including the existence of a Failure to Deposit on the Auction Date for such Subsequent Rate Period), the dividend rate on the shares of MMP of such series for such Subsequent Rate Period shall be the Maximum Rate (as defined in Part II hereof) on shares of such series on the Auction Date for such Subsequent Rate Period; provided, further, however, that if (A) any Failure to Deposit shall have occurred with respect to shares of any series of MMP and shall not have been cured in accordance with the next succeeding sentence, the dividend rate for shares of MMP of such series for each Subsequent Rate Period commencing after such Failure to Deposit shall be a rate per annum equal to 200% of LIBOR on the first day of each such Subsequent Rate Period (the rate per annum at which dividends are payable on shares of MMP of any series for any Rate Period of such series being herein referred to as the "Applicable Rate"). A Failure to Deposit with respect to shares of any series of MMP shall have been cured if as of 12 Noon, New York City time, on the third Business Day next succeeding such Failure to Deposit, the Company shall have paid to the Auction Agent (A) all accrued and unpaid dividends on the shares of such series, including the full amount of any dividends to be paid with respect to the Dividend Period with respect to which such Failure to Deposit occurred, plus a late charge equal to an amount computed by multiplying (1) 200% of the "AA" Composite Commercial Paper Rate for the Rate Period during which such Failure to Deposit occurs on the Dividend Payment Date for such Dividend Period by (2) a fraction, the numerator of which shall be the number of days for which such Failure to Deposit is not cured in accordance with this sentence (including the day such Failure to Deposit occurs and excluding the day such Failure to Deposit is cured) and the denominator of which shall be 360, and applying the rate obtained against the aggregate liquidation preference of the shares of such series then outstanding and (B) without duplication, the Redemption Price for the shares of such series of MMP, if any, for which notice of redemption has been given by the Company pursuant to paragraph (b) of Section 3 of this Part I plus a late charge equal to an amount computed by multiplying (1) 200% of the "AA" Composite Commercial Paper Rate for the Dividend Period during which such Failure to Deposit occurs on the redemption date by (2) a fraction, the numerator of which shall be the number of days for which such Failure to Deposit is not cured in accordance with this sentence (including the day such Failure to Deposit occurs and excluding the day such Failure to Deposit is cured) and the denominator of which shall be 360, and applying the rate obtained against the aggregate liquidation preference of the shares of such series then outstanding.

(ii) The amount of dividends per share payable on shares of MMP of any series on any date on which dividends shall be payable on shares of such series shall be computed by multiplying the respective Applicable Rate for such series in effect for such Dividend Period or Dividend Periods or part thereof for which dividends have not been paid by a fraction, the numerator of which shall be the number of days in such Dividend Period or Dividend Periods or part thereof and the denominator of which shall be 360, and applying the rate obtained against $100,000.

(d) (i) Except as provided in paragraph (d) (ii) of this Section 2 no dividends shall be declared or paid or set apart for payment on the shares of any class of stock ranking, as to dividends, on a parity with or junior to shares of MMP for any period unless full cumulative dividends have been or contemporaneously are declared and paid on the shares of MMP through the most recent Dividend Payment Date. When dividends are not paid in full as aforesaid, upon the shares of MMP or any other class of stock ranking on a parity as to dividends with shares of MMP, all dividends declared upon shares of MMP and any other such class of stock ranking on a parity as to dividends with shares of MMP shall be declared pro rata so that the amount of dividends declared per share on shares of MMP and such other class of stock shall in all cases bear to each other the same ratio that accrued dividends per share on the shares of MMP and such other class of stock bear to each other (for purposes of this sentence, the "dividend rate" shall mean the average Applicable Rate for such series for the Dividend Periods during which dividends were not paid in full). Holders of shares of MMP shall not be entitled to any dividend, whether payable in cash, property or stock, in excess of full cumulative dividends, as herein provided, on shares of MMP. No interest, or sum of money in lieu of interest, shall be payable in respect of any dividend payment or payments on shares of MMP which may be in arrears.

(ii) So long as any shares of MMP are outstanding, no dividend (other than a dividend or distribution paid in shares of, or options, warrants or rights to subscribe for or purchase shares of, common stock or any other stock ranking junior to shares of MMP as to dividends and upon dissolution, liquidation or winding up of the Company and other than as provided in subparagraph (d)(i) of this Section 2) shall be declared or paid or set aside for payment or other distribution upon the common stock or upon any other stock of the Company ranking junior to or on a parity with shares of MMP as to dividends or upon dissolution, liquidation or winding up of the Company, nor shall any common stock nor any other stock of the Company ranking junior to or on a parity with shares of MMP as to dividends or upon dissolution, liquidation or winding up of the Company be redeemed, purchased or otherwise acquired for any consideration (or any moneys be paid to or made available for a sinking fund for the redemption of any shares of any such stock) by the Company (except by conversion into or exchange for stock of the

Company ranking junior to shares of MMP as to dividends and upon dissolution, liquidation or winding up) unless, in each case, the full cumulative dividends on all outstanding shares of MMP shall have been paid for all past Dividend Periods.

(iii) Any dividend payment made on shares of MMP shall first be credited against the earliest accrued but unpaid dividend due with respect to such shares of MMP.

3. Redemption. (a) (i) The shares of MMP of any series may be redeemed, at the option of the Company, as a whole or from time to time in part, on the second Business Day next preceding any Dividend Payment Date therefor at a redemption price per share equal to the sum of $100,000 and an amount equal to accrued and unpaid dividends thereon (whether or not earned or declared) to the date fixed for redemption.

(ii) If fewer than all of the outstanding shares of MMP of any series are to be redeemed pursuant to subparagraph (a)(i), the number of shares of such series to be redeemed shall be determined by the Board of Directors and such shares shall be redeemed pro rata from the Holders of shares of such series in proportion to the number of such shares held by such Holders.

(b) If the Company shall redeem shares of any series of MMP pursuant to paragraph (a) of this Section 3, notice of such redemption shall be mailed by the Company by first class mail, postage prepaid, to each Holder of the shares of such series to be redeemed, at such Holder's address as the same appears on the stock books of the Company on the record date established by the Board of Directors. Such notice shall be so mailed not less than 30 nor more than 45 days prior to the date fixed for redemption. Each such notice shall state: (i) the redemption date, (ii) the series of MMP and the number of shares thereof to be redeemed, (iii) the Redemption Price, (iv) the place or places where the certificate(s) for such shares (properly endorsed or assigned for transfer, if the Board of Directors shall so require) are to be surrendered for payment of the Redemption Price and (v) that dividends on the shares to be redeemed will cease to accrue on such redemption date. If fewer than all shares of any series held by any Holder are to be redeemed, the notice mailed to such Holder shall also specify the number of shares of such series to be redeemed from such Holder.

(c) Notwithstanding the provisions of paragraph (a) of this Section 3, if any dividends on shares of MMP of any series are in arrears, no shares of MMP of such series shall be redeemed unless all outstanding shares of MMP of such series are simultaneously redeemed, and the Company shall not purchase or otherwise acquire any shares of MMP of such series; provided, however, that the foregoing shall not prevent the purchase or acquisition of shares of MMP of such series pursuant to an otherwise lawful purchase or exchange offer made on the same terms to Holders of all outstanding shares of MMP of such series.

(d) If notice of redemption has been given under paragraph (b) of this Section 3, from and after the redemption date for the shares of MMP called for redemption (unless default shall be made by the Company in providing money for the payment of the Redemption Price of the shares so called for redemption), dividends on the shares of MMP so called for redemption shall cease to accrue and said shares shall no longer be deemed to be outstanding, and all rights of the Holders thereof as stockholders of the Company (except the right to receive the Redemption Price) shall cease. Upon surrender in accordance with said notice of the certificate(s) for any shares so redeemed (properly endorsed or assigned for transfer, if the Board of Directors shall so require and the notice shall so state), the Redemption Price (and any late charge related thereto) shall be paid by the Auction Agent to the Holders of the shares of MMP subject to redemption. In case fewer than all of the shares represented by any such certificate are redeemed, a new certificate shall be issued representing the unredeemed shares without cost to the Holder thereof.

(e) So long as the then-current Applicable Rate with respect to shares of MMP to be redeemed was not determined by the formula of 200% of LIBOR, the Company shall pay the applicable Redemption Price to the Auction Agent, in funds available on the next Business Day in the City of New York, New York, on the Business Day next preceding the redemption date therefor for disbursement to Holders as appropriate.

(f) All moneys paid to the Auction Agent for payment of the Redemption Price of shares of MMP called for redemption shall be held in trust by the Auction Agent for the benefit of Holders of shares so to be redeemed.

4. Voting Rights. (a) Each series of MMP, except as provided herein or as otherwise from time to time required by law, shall have no voting rights. If at the time of any annual meeting of stockholders for the election of directors of the Company a "Default in Preference Dividends" (as hereinafter defined) shall exist on the shares of MMP, or any series of preferred stock ranking on a parity with the shares of MMP as to dividends or upon liquidation, dissolution or winding up of the Company and upon which like voting rights have been conferred and are then exercisable (the shares of MMP and the other preferred stock of all such series being referred to as the "Voting Parity Preferred Stock"), the authorized number of members of the Board of Directors shall automatically be increased by two. The two vacancies so created shall be filled at such meeting by the vote of the holders of the Voting Parity Preferred Stock of all series, voting together as a single class without regard to series, to the exclusion of the holders of the Common Stock of the Company and any other class or series of stock other than Voting Parity Preferred Stock. The holders of the Common Stock of the Company and any other class or series of capital stock which has the right to vote at such meeting (other than the

Voting Parity Preferred Stock) shall elect the remaining directors. Upon any such termination of the right of the holders of shares of Voting Parity Preferred Stock as a class to vote for directors as herein provided, the terms of office of each director then in office elected by such holders voting as a class (a "Preferred Director") shall terminate immediately. Any Preferred Director may be removed without cause by, and shall not be removed without cause except by, the vote of the holders of record of the outstanding shares of Voting Parity Preferred Stock, voting together as a single class without regard to series, at a meeting of the stockholders, or of the holders of shares of Voting Parity Preferred Stock, called for such purpose. So long as a Default in Preference Dividends on the Voting Parity Preferred Stock of any series shall exist, (i) any vacancy in the office of a Preferred Director may be filled (except as provided in the following clause (ii)) by the person appointed by an instrument in writing signed by the remaining Preferred Director and filed with the Company or, in the event there is no remaining Preferred Director, by vote of the holders of the outstanding shares of Voting Parity Preferred Stock, voting together as a single class without regard to series, at a meeting of the stockholders or at a meeting of the holders of shares of Voting Parity Preferred Stock called for such purpose, and (ii) in the case of the removal of any Preferred Director, the vacancy may be filled by the person elected by the vote of the holders of the outstanding shares of Voting Parity Preferred Stock, voting together as a single class without regard to series, at the same meeting at which such removal shall be voted or at any subsequent meeting. Each director who shall be elected or appointed by the remaining Preferred Director as aforesaid shall be a Preferred Director. Whenever a Default in Preference Dividends shall no longer exist, (A) the term of office of the Preferred Directors shall end, (B) the special voting rights vested in the holders of the Voting Parity Preferred Stock as provided herein shall terminate, except as by law expressly provided, subject to revesting in the event of each and every subsequent default of the character above mentioned, and (C) the number of members of the Board of Directors shall be such number as may be provided for in the Company's By-Laws irrespective of any increase made as provided herein. A "Default in Preference Dividends" on the Voting Parity Preferred Stock of any series shall be deemed to have occurred whenever the amount of unpaid accrued dividends upon any series of the Voting Parity Preferred Stock through the last preceding dividend period therefor shall be equivalent to six quarterly dividends (which, with respect to MMP or any other series of Voting Parity Preferred stock, shall be deemed to be dividends with respect to a number of dividend periods containing not less than 540 days) or more, and, having so occurred, such default shall be deemed to exist thereafter until, but only until, all accrued dividends on all shares of all Voting Parity Preferred Stock of each and every series then outstanding shall have been paid to the end of the last preceding dividend period.

(b) So long as any shares of any series of MMP remain outstanding, the Company shall not, without the affirmative vote or consent of the Holders of at least two-thirds of the shares of any series of MMP outstanding at that time, given in person or by proxy, either in writing or at a meeting, voting separately as a class together with all other series of MMP and all other series of Voting Parity Preferred Stock,

(i) authorize, create or issue, or increase the authorized or issued amount, of any class or series of stock ranking prior to the MMP with respect to payment of dividends or the distribution of assets on liquidation, dissolution or winding up of the Company, or reclassify any authorized stock of the Company into any such shares, or create, authorize or issue any obligations or security convertible into or evidencing the right to purchase any such shares, or

(ii) amend, alter or repeal the provisions of the Company's Certificate of Incorporation, as amended, or of the resolutions contained in this Certificate of Designation, whether by merger, consolidation or otherwise, so as to adversely affect any right, preference privilege or voting power of such series of MMP; provided however, that any increase in the amount of the authorized preferred stock or the creation or issuance of any series of preferred stock or any increase in the amount of authorized shares of such series or of any other series of preferred stock or any increase in the amount of authorized shares of such series or any other series of preferred stock, in each case ranking on a parity with or junior to the MMP with regard to dividends, or upon liquidation, dissolution or winding up of the Company, shall not be deemed to adversely affect such rights, preferences, privileges or voting powers.

(c) The foregoing voting provisions will not apply if, at or prior to the time when the act with respect to which such vote would otherwise be required shall be effected, all outstanding shares of MMP shall have been redeemed or notice of redemption shall have been given and sufficient funds shall have been deposited in trust to effect such redemption.

5. Liquidation Rights. (a) Upon the dissolution, liquidation or winding up of the Company, the Holder of each share of MMP shall be entitled to receive and to be paid out of the assets of the Company available for distribution to its stockholders, before any payment or distribution shall be made on the common stock or on any other class of stock ranking junior to the MMP upon dissolution, liquidation or winding up of the Company, the amount of $100,000 plus a sum equal to all dividends (whether or not earned or declared) on such share accrued and unpaid thereon to the date of final distribution.

(b) Neither the sale of all or substantially all of the assets of the Company, nor the merger or consolidation of the Company into or with any other corporation nor the merger or consolidation of any other corporation into or with the Company shall be a dissolution, liquidation or winding up of the Company, voluntary or involuntary, for the purposes of this Section 5.

(c) After the payment to the Holders of the shares of MMP of any series of the full preferential amounts provided for in this Section 5, the Holders of MMP of such series as such shall have no right or claim to any of the remaining assets of the Company.

(d) In the event the assets of the Company available for distribution to the Holders of shares of MMP of any series upon any dissolution, liquidation or winding up of the Company, voluntary or involuntary, shall be insufficient to pay in full all amounts to which such Holders are entitled pursuant to paragraph (a) of this Section 5, no such distribution shall be made on account of any shares of any other class or series of preferred stock ranking on a parity with the shares of MMP of such series upon such dissolution, liquidation or winding up unless proportionate distributive amounts shall be paid on account of the shares of MMP of such series, ratably, in proportion to the full distributable amounts for which holders of all such parity shares are respectively entitled upon such dissolution, liquidation or winding up.

(e) Subject to the rights of the holders of shares of any series or class or classes of stock ranking on a parity with the shares of MMP upon dissolution, liquidation or winding up of the Company, after payment shall have been made in full to the Holders of the shares of MMP as provided in paragraph (a) of this Section 5, but not prior thereto, any other series or class or classes of stock ranking junior to the shares of MMP upon dissolution, liquidation or winding up of the Company shall, subject to the respective terms and provisions (if any) applying thereto, be entitled to receive any and all assets remaining to be paid or distributed, and the Holders of the shares of MMP shall not be entitled to share therein.

6. Auction Agent. For so long as any shares of MMP are outstanding, the Auction Agent, duly appointed by the Company to so act, shall be in each case a commercial bank, trust company or other financial institution independent of the Company and its affiliates (which, however, may engage or have engaged in business transactions with the Company or its affiliates) and at no time shall the Company or any of its affiliates act as the Auction Agent in connection with the Auction Procedures. If the Auction Agent resigns or for any reason its appointment is terminated during any period that any shares of MMP are outstanding, the Board of Directors shall use its best efforts promptly thereafter to appoint another qualified commercial bank, trust company or financial institution to act as the Auction

Agent. Commencing with the first day of the first Dividend Period for which the Applicable Rate for shares of MMP of any series has been determined by the formula of 200% of LIBOR, the Company or an affiliate thereof, at the option of the Company, may perform any of the functions to be performed with respect to such series of MMP by the Auction Agent set forth herein.

7. Ranking. For purposes hereof, any stock of any class or classes of the Company shall be deemed to rank:

(a) prior to the shares of MMP, either as to dividends or upon dissolution, liquidation or winding up, if the holders of such class or classes shall be entitled to the receipt of dividends or of amounts distributable upon dissolution, liquidation or winding up of the Company, as the case may be, in preference or priority to the Holders of shares of MMP;

(b) on a parity with shares of MMP, either as to dividends or upon dissolution, liquidation or winding up, whether or not the dividend rates, dividend payment dates or redemption or liquidation prices per share or sinking fund provisions, if any are different from those of MMP, if the holders of such stock shall be entitled to the receipt of dividends or of amounts distributable upon dissolution, liquidation or winding up of the Company, as the case may be, in proportion to their respective dividend rates or liquidation prices, without preference or priority, one over the other, as between the holders of such stock and the Holders of shares of MMP; and

(c) junior to shares of MMP, either as to dividends or upon dissolution, liquidation or winding up of the Company, if such class shall be common stock or if the Holders of shares of MMP shall be entitled to receipt of dividends or of amounts distributable upon dissolution, liquidation or winding up of the Company, as the case may be, in preference or priority to the holders of shares of such class or classes.

8. Definitions. As used in Part I and II hereof, the following terms shall have the following meanings (with terms defined in the singular having comparable meanings when used in the plural and vice versa), unless the context otherwise requires:

(a) "'AA' Composite Commercial Paper Rate," on any date for any Rate Period, shall mean (i) (A) in the case of any Rate Period with Rate Period Days of less than 30 days, the interest equivalent of the 30-day rate, (B) in the case of any Rate Period with Rate Period Days of 30 or more days but less than 70 days, the interest equivalent of the 60-day rate, (C) in the case of any Rate Period with Rate Period Days of 70 days or more but less than 85 days, the

arithmetic average of the interest equivalent of the 60-day and 90-day rates (D) in the case of any Rate Period with Rate Period Days of 85 days or more but less than 120 days, the interest equivalent of the 90-day rate, (E) in case of any Rate Period with Rate Period Days of 120 days or more but less than 148 days, the arithmetic average of the interest equivalent of the 90-day and 180-day rates and (F) in the case of any Rate Period with Rate Period Days of 148 days or more but 182 days or less, the interest equivalent of the 180-day rate, on commercial paper placed on behalf of issuers whose corporate bonds are rated "AA" by S&P or the equivalent of such rating by S&P or another rating agency, as made available on a discount basis or otherwise by the Federal Reserve Bank of New York for the Business Day immediately preceding such date; or (ii) in the event that the Federal Reserve Bank of New York does not make available any such rate, then the arithmetic average of such rates, as quoted on a discount basis or otherwise, by the Commercial Paper Dealers to the Auction Agent for the close of business on the Business Day next preceding such date. If any Commercial Paper Dealer does not quote a rate required to determine the "AA" Composite Commercial Paper Rate, the "AA" Composite Commercial Paper Rate shall be determined on the basis of the quotation or quotations furnished by the remaining Commercial Paper Dealer or Commercial Paper Dealers and any Substitute Commercial Paper Dealer or Substitute Commercial Paper Dealers selected by the Company to provide such rate or rates not being supplied by any Commercial Paper Dealer or Commercial Paper Dealers, as the case may be, or, if the Company does not select any such Substitute Commercial Paper Dealer or Substitute Commercial Paper Dealers, by the remaining Commercial Paper Dealer or Commercial Paper Dealers. For purposes of this definition, the "interest equivalent" of a rate stated on a discount basis (a "discount rate") for commercial paper of a given day's maturity shall be equal to the quotient (rounded upwards to the next higher one-thousandth (.001) of 1%) of (A) the discount rate divided by (B) the difference between (x) 1.00 and (y) a fraction the numerator of which shall be the product of the discount rate times the number of days in which such commercial paper matures and the denominator of which shall be 360.

(b) "Applicable Rate" shall have the meaning specified in subparagraph (c)(i) of Section 2 of this Part I.

(c) "Auction" shall mean each periodic implementation of the Auction Procedures.

(d) "Auction Agent" shall mean the entity appointed as such by a resolution of the Board of Directors in accordance with Section 6 of this Part I.

(e) "Auction Date," with respect to any Rate Period, shall mean the Business Day next preceding the first day of such Rate Period.

(f) "Auction Procedures" shall mean the procedures for conducting Auctions set forth in Part II hereof.

(g) "Board of Directors" shall mean the Board of Directors of the Company or any duly authorized committee thereof.

(h) "Business Day" shall mean a day on which the New York Stock Exchange is open for trading and which is neither a Saturday, Sunday nor any other day on which banks in the City of New York, New York, are authorized by law to close.

(i) "Code" shall mean the Internal Revenue Code of 1986, as amended.

(j) "Commercial Paper Dealers" shall mean Shearson Lehman Commercial Paper Incorporated, Goldman Sachs Money Markets Inc. and Merrill Lynch, Pierce, Fenner & Smith Incorporated or, in lieu of any thereof, their respective affiliates or successors, if such entity is a commercial paper dealer.

(k) "Date of Original Issue," with respect to any series of MMP, shall mean the date on which the Company initially issued shares of MMP of such series.

(l) "Dividend Payment Date," with respect to any series of MMP, shall mean any date on which dividends on shares of MMP of such series are payable pursuant to the provisions of paragraph (b) of Section 2 of this Part I.

(m) "Dividend Period," with respect to any series of MMP, shall mean the period from and including the Date of Original Issue of such series to but excluding the initial Dividend Payment Date for such series and any period thereafter from and including one Dividend Payment Date for such series to but excluding the next succeeding Dividend Payment Date for such series.

(n) "Failure to Deposit," with respect to any series of MMP, shall mean a failure by the Company to pay to the Auction Agent, not later than 12 noon, New York City time, (A) on the Business Day next preceding any Dividend Payment Date for such series in funds available on such Dividend Payment Date in the City of New York, New York, the full amount of any dividend (whether or not earned or declared) to be paid on such Dividend Payment Date on any share of MMP of such series or (B) on the Business Day next preceding any redemption date in funds available on such redemption date in the City of New York, New York, the Redemption Price to

be paid on such redemption date for any share of MMP of such series after notice of redemption is given pursuant to paragraph (b) of Section 3 of this Part I.

(o) "Holder," with respect to any series of MMP, shall mean the registered holder of shares of MMP of such series as the same appears on the stock books of the Company.

(p) "Initial Rate Period," with respect to any series of MMP, shall mean the period from and including the Date of Original Issue thereof to but excluding the first Dividend Payment Date with respect to such series of MMP.

(q) "LIBOR," on any date for any Rate Period, shall mean the arithmetic average (rounded to the next higher 1/16 of 1%), computed by the Company, of the following rates per annum or arithmetic averages thereof quoted by each of the Reference Banks at which United States dollar deposits in the amount of U.S. $10,000,000 are offered by such Reference Banks (i) in the case of any Rate Period with Rate Period Days of less than 30 days, the one-month rate, (ii) in the case of any Rate Period with Rate Period Days of 30 days or more but less than 70 days, the two-month rate, (iii) in the case of any Rate Period with Rate Period Days of 70 or more days but less than 85 days, the two-month and three-month rates, (iv) in the case of any Rate Period with Rate Period Days of 85 or more but less than 120 days, the three-month rates, (v) in the case of any Rate Period with Rate Period Days of 120 or more days but less than 148 days, the three-month and six-month rates and (vi) in the case of any Rate Period with Rate Period Days of 148 or more but 182 days or less, the six-month rate, to leading banks in the London interbank market at approximately 11 A.M., London time, on the first day of such Rate Period, or if such day is not a day on which dealings in United States dollars are transacted in the London interbank market, then on the next preceding day on which such dealings were transacted in such market. If any Reference Bank does not quote a rate required to determine LIBOR, LIBOR shall be determined on the basis of the quotation or quotations furnished by the remaining Reference Bank or Reference Banks and any Substitute Reference Bank or Substitute Reference Banks selected by the Company to provide such quotation or quotations not being supplied by any Reference Bank or Reference Banks, as the case may be, or, if the Company does not select any such Substitute Reference Bank or Substitute Reference Banks, by the remaining Reference Bank or Reference Banks.

(r) "Minimum Holding Period" shall mean the minimum holding period (currently found in Section 246(c) of the Code) required for corporate taxpayers generally to be entitled to the dividends-received deduction on preferred

stock held by nonaffiliated corporations (currently found in Section 243(a) of the Code).

(s) "Moody's" shall mean Moody's Investors Service, Inc., a Delaware corporation, and its successors.

(t) "Rate Period," with respect to any series of MMP, shall mean the Initial Rate Period thereof and any Subsequent Rate Periods thereof.

(u) "Rate Period Days," for any Rate Period, shall mean the number of calendar days (without giving effect to the two provisos in subparagraph (b)(i) of Section 2 of this Part I) in such Period.

(v) "Redemption Price" shall mean the applicable redemption price specified in paragraph (a) of Section 3 of this Part I.

(w) "Reference Bank" shall mean the principal London offices of Bankers Trust Company, The Bank of Tokyo, Ltd., Barclays Bank PLC and National Westminster Bank PLC, or their respective successors.

(x) "S&P" shall mean Standard & Poor's Corporation, a New York corporation, and its successors.

(y) "Subsequent Rate Period," with respect to any series of MMP, shall mean any period after the Initial Rate Period thereof from and including the first Business Day after the last day of the next preceding Rate Period of such series to but excluding the next succeeding Dividend Payment Date of such series; provided, however, that if the Board of Directors makes any adjustment in the number of Rate Period Days after any change in law changing the Minimum Holding Period, as set forth in subparagraph (b)(i) of Section 2 of this Part I, and the number of Rate Period Days after such adjustment is more than 90, then to but excluding the second Dividend Payment Date after such first Business Day.

(z) "Substitute Commercial Paper Dealer" shall mean The First Boston Corporation or Morgan Stanley & Co. Incorporated, or their respective affiliates or successors, if such entity is a commercial paper dealer; provided that none of such entities shall be a Commercial Paper Dealer.

(aa) "Substitute Reference Bank" shall mean the principal London offices of The Chase Manhattan Bank (National Association), Deutsche Bank Aktiengesellschaft, Morgan Guaranty Trust Company of New York or Swiss Bank Corporation, or their respective successors, or, if none of such Substitute Reference Banks are engaged in dealings in United States dollars in the London interbank market, then a

bank or banks, selected by the Company, engaged in dealings in United States dollars in the London interbank market.

PART II

1. Certain Definitions. Capitalized terms not defined in this Section 1 shall have the respective meanings specified in Part I hereof. As used in this Part II, the following terms shall have the following meanings, unless the context otherwise requires:

(a) "Affiliate" shall mean any Person known to the Auction Agent to be controlled by, in control of or under common control with the Company; provided that no Broker-Dealer controlled by, in control of or under common control with the Company shall be an Affiliate nor shall any corporation or any Person controlled by, in control of or under common control with such corporation one of the directors or executive officers of which is also a director of the Company be an Affiliate solely because such director or executive officer is also a director of the Company.

(b) "Agent Member" shall mean the member of, or participant in, the Securities Depository that will act on behalf of a Bidder and is identified as such in such Bidder's Master Purchaser's Letter.

(c) "Available MMP" shall have the meaning specified in paragraph (a) of Section 4 of this Part II.

(d) "Bid" and "Bids" shall have the respective meanings specified in paragraph (a) of Section 2 of this Part II.

(e) "Bidder" and "Bidders" shall have the respective meanings specified in paragraph (a) of Section 2 of this Part II.

(f) "Broker-Dealer" shall mean any broker-dealer, commercial bank or other entity permitted by law to perform the functions required of a Broker-Dealer in this Part II, that is a member of, or a participant in, the Securities Depository or is an affiliate of such member or participant, has been selected by the Company and has entered into a Broker-Dealer Agreement that remains effective.

(g) "Broker-Dealer Agreement" shall mean an agreement among the Company, the Auction Agent and a Broker-Dealer pursuant to which such Broker-Dealer agrees to follow the procedures specified in this Part II.

(h) "Existing Holder," when used with respect to shares of MMP of any series, shall mean a Person who has signed a Master Purchaser's Letter and is listed as the beneficial owner of such shares of MMP in the records of the Auction Agent.

(i) "Hold Order" and "Hold Orders" shall have the respective meanings specified in paragraph (a) of Section 2 of this Part II.

(j) "Master Purchaser's Letter" shall mean a letter, addressed to the Company, the Auction Agent, a Broker-Dealer and an Agent Member in which a Person agrees, among other things, to offer to purchase, to purchase, to offer to sell and/or to sell shares of MMP as set forth in this Part II.

(k) "Maximum Rate," for any series of MMP on any Auction Date, shall mean the product of the "AA" Composite Commercial Paper Rate on such Auction Date for the next Rate Period of such series and the Rate Multiple on such Auction Date.

(l) "Order" and "Orders" shall have the respective meanings specified in paragraph (a) of Section 2 of this Part II.

(m) "Outstanding" shall mean, as of any Auction Date with respect to shares of MMP of any series, the number of shares of such series theretofore issued by the Company except, without duplication, (i) any shares of MMP of such series theretofore cancelled or delivered to the Auction Agent for cancellation or redeemed by the Company or as to which a notice of redemption shall have been given by the Company, (ii) any shares of MMP of such series as to which the Company or any Affiliate thereof shall be an Existing Holder and (iii) any shares of MMP of such series represented by any certificate in lieu of which a new certificate has been executed and delivered by the Company.

(n) "Person" shall mean and include an individual, a partnership, a corporation, a trust, an unincorporated association, a joint venture or other entity or a government or any agency or political subdivision thereof.

(o) "Potential Holder," when used with respect to shares of MMP of any series, shall mean any Person, including any Existing Holder of shares of such series of MMP, (i) who shall have executed a Master Purchaser's Letter and (ii) who may be interested in acquiring shares of MMP of such series (or, in the case of an Existing Holder of shares of MMP of such series, additional shares of MMP of such series).

(p) "Rate Multiple," for any series of MMP on any Auction Date, shall mean the percentage determined as set forth below, based on the prevailing rating of such series in effect at the close of business on the Business Day immediately preceding such Auction Date:

Prevailing Rating	Percentage
AA/aa or Above.....	110%
A/a.....	125%
BBB/baa.....	150%
Below BBB/baa.....	200%

For purposes of this definition, the "prevailing rating" of a series of MMP shall be (i) AA/aa or Above, if such series of MMP has a rating of AA- or better by S&P and aa3 or better by Moody's or the equivalent of such ratings by such agencies or a substitute rating agency or substitute rating agencies selected as provided below, (ii) if not AA/aa or Above, then A/a if such series of MMP has a rating of A- or better by S&P and a3 or better by Moody's or the equivalent of such ratings by such agencies or a substitute rating agency or substitute rating agencies selected as provided below, (iii) if not AA/aa or Above or A/a, then BBB/baa if such series of MMP has a rating of BBB- or better by S&P and baa3 or better by Moody's or the equivalent of such ratings by such agencies or a substitute rating agency or substitute rating agencies selected as provided below, and (iv) if not AA/aa or Above, A/a or BBB/baa, then Below BBB/baa. The Company shall take all reasonable action necessary to enable S&P and Moody's to provide a rating for such series of MMP. If either S&P or Moody's shall not make such a rating available, or neither S&P nor Moody's shall make such a rating available, Shearson Lehman Hutton Inc. or its successor shall select a nationally recognized statistical rating organization (as that term is used in the rules and regulations of the Securities and Exchange Commission under the Securities Exchange Act of 1934, as amended) or two nationally recognized statistical rating organizations to act as substitute rating agency or substitute rating agencies, as the case may be, and the Company shall take all reasonable action to enable such rating agency or rating agencies to provide a rating or ratings for such series of MMP.

(q) "Securities Depository" shall mean The Depository Trust Company and its successors and assigns or any other securities depository selected by the Company which agrees to follow the procedures required to be followed by such securities depository in connection with shares of MMP.

(r) "Sell Order" and "Sell Orders" shall have the respective meanings specified in paragraph (a) of Section 2 of this Part II.

(s) "Submission Deadline" shall mean 12:30 P.M., New York City time, on any Auction Date or such other time on any Auction Date by which Broker-Dealers are required to submit Orders to the Auction Agent as specified by the Auction Agent from time to time.

(t) "Submitted Bid" and "Submitted Bids" shall have the respective meanings specified in paragraph (a) of Section 4 of this Part II.

(u) "Submitted Hold Order" and "Submitted Hold Orders" shall have the respective meanings specified in paragraph (a) of Section 4 of this Part II.

(v) "Submitted Order" and "Submitted Orders" shall have the respective meanings specified in paragraph (a) of Section 4 of this Part II.

(w) "Submitted Sell Order" and "Submitted Sell Orders" shall have the respective meanings specified in paragraph (a) of Section 4 of this Part II.

(x) "Sufficient Clearing Bids" shall have the meaning specified in paragraph (a) of Section 4 of this Part II.

(y) "Winning Bid Rate" shall have the meaning specified in paragraph (a) of Section 4 of this Part II.

2. Orders by Existing Holders and Potential Holders.

(a) Prior to the Submission Deadline on each Auction Date:

(i) each Existing Holder of shares of MMP of any series subject to an Auction on such Auction Date may submit to a Broker-Dealer by telephone or otherwise information as to:

(A) the number of Outstanding shares, if any, of MMP of such series held by such Existing Holder which such Existing Holder desires to continue to hold without regard to the Applicable Rate for such series for the next succeeding Rate Period of such series;

(B) the number of Outstanding shares, if any, of MMP of such series which such Existing Holder offers to sell if the Applicable Rate for such series for the next succeeding Rate Period of such series shall be less than the rate per annum specified by such Existing Holder; and/or

(C) the number of Outstanding shares, if any, of MMP of such series held by such Existing Holder which such Existing Holder offers to sell without regard to the Applicable Rate for such series for the next succeeding Rate Period of such series;

and

(ii) one or more Broker-Dealers, using lists of Potential Holders, shall in good faith for the purpose of conducting a competitive Auction in a commercially reasonable manner, contact Potential Holders, including Persons that are not Existing Holders, on such lists to determine the number of shares, if any, of MMP of such series which each such Potential Holder offers to purchase if the Applicable Rate for such series for the next succeeding Dividend Period of such series shall not be less than the rate per annum specified by such Potential Holder.

For the purposes hereof, the communication to a Broker-Dealer of information referred to in clause (i)(A), (i)(B), (i)(C) or (ii) of this paragraph (a) is hereinafter referred to as an "Order" and collectively as "Orders" and each Existing Holder and each Potential Holder placing an Order is hereinafter referred to as a "Bidder" and collectively as "Bidders"; an Order containing the information referred to in clause (i)(A) of this paragraph (a) is hereinafter referred to as a "Hold Order" and collectively as "Hold Orders"; an Order containing the information referred to in clause (i)(B) or (ii) of this paragraph (a) is hereinafter referred to as a "Bid" and collectively as "Bids"; and an Order containing the information referred to in clause (i)(C) of this paragraph (a) is hereinafter referred to as a "Sell Order" and collectively as "Sell Orders."

(b)(i) A Bid by an Existing Holder of shares of MMP of any series subject to an Auction on any Auction Date shall constitute an irrevocable offer to sell:

(A) the number of Outstanding shares of MMP of such series specified in such Bid if the Applicable Rate for such series determined on such Auction Date shall be less than the rate specified therein;

(B) such number or a lesser number of Outstanding shares of MMP of such series to be determined as set forth in clause (iv) of paragraph (a) of Section 5 of this Part II if the Applicable Rate for such series determined on such Auction Date shall be equal to the rate specified therein; or

(C) a lesser number of Outstanding shares of MMP of such series to be determined as set forth in clause (iii) of paragraph (b) of Section 5 of this Part II if the rate specified therein shall be higher than the Maximum Rate for such series and Sufficient Clearing Bids for such series do not exist.

(ii) A Sell Order by an Existing Holder of shares of MMP of any series subject to an Auction on any Auction Date shall constitute an irrevocable offer to sell:

(A) the number of Outstanding shares of MMP of such series specified in such Sell Order; or

(B) such number or a lesser number of Outstanding shares of MMP of such series as set forth in clause (iii) of paragraph (b) of Section 5 of this Part II if Sufficient Clearing Bids for such series do not exist.

(iii) A Bid by a Potential Holder of shares of MMP of any series subject to an Auction on any Auction Date shall constitute an irrevocable offer to purchase:

(A) the number of Outstanding shares of MMP of such series specified in such Bid if the Applicable Rate for such series determined on such Auction Date shall be higher than the rate specified therein; or

(B) such number or a lesser number of Outstanding shares of MMP of such series as set forth in clause (v) of paragraph (a) of Section 5 of this Part II if the Applicable Rate for such series determined on such Auction Date shall be equal to the rate specified therein.

(C) no Order for any number of shares of MMP of any series other than whole shares shall be valid.

3. Submission of Orders by Broker-Dealers to Auction Agent. (a) Each Broker-Dealer shall submit in writing to the Auction Agent prior to the Submission Deadline on each Auction Date all Orders for shares of MMP of any series subject to an Auction on such Auction Date obtained by such Broker-Dealer and shall specify with respect to each Order for such series:

(i) the name of the Bidder placing such Order;

(ii) the aggregate number of shares of MMP of such series that are the subject of such Order;

(iii) to the extent that such Bidder is an Existing Holder of shares of MMP of such series:

(A) the number of shares, if any, of MMP of such series subject to any Hold Order placed by such Existing Holder;

(B) the number of shares, if any, of MMP of such series subject to any Bid placed by such Existing Holder and the rate specified in such Bid; and

(C) the number of shares, if any, of MMP of such series subject to any Sell Order placed by such Existing Holder; and

(iv) to the extent such Bidder is a Potential Holder of shares of MMP of such series, the rate and number of shares of MMP of such series specified in such Potential Holder's Bid.

(b) If any rate specified in any Bid contains more than three figures to the right of the decimal point, the Auction Agent shall round such rate up to the next highest one thousandth (.001) of 1%.

(c) If an Order or Orders covering all of the Outstanding shares of MMP of any series held by any Existing Holder is not submitted to the Auction Agent prior to the Submission Deadline, the Auction Agent shall deem a Hold Order to have been submitted on behalf of such Existing Holder covering the number of Outstanding shares of MMP held by such Existing Holder and not subject to Orders submitted to the Auction Agent.

(d) If any Existing Holder submits through a Broker-Dealer to the Auction Agent one or more Orders covering in the aggregate more than the number of Outstanding shares of MMP of any series subject to an Auction held by such Existing Holder, such Orders shall be considered valid in the following order of priority:

(i) all Hold Orders for shares of MMP of such series shall be considered valid, but only up to and including in the aggregate the number of Outstanding shares of MMP of such series held by such Existing Holder, and if the number of shares of MMP of such series subject to such Hold Orders exceeds the number of Outstanding shares of MMP of such series held by such Existing Holder, the number of shares subject to each such Hold Order shall be reduced pro rata to cover the number of Outstanding shares of MMP of such series held by such Existing Holder;

(ii) (A) any Bid for shares of MMP of such series shall be considered valid up to and including the excess of the number of Outstanding shares of MMP of such series held by such Existing Holder over the number of shares of MMP of such series subject to any Hold Orders referred to in clause (i) above;

(B) subject to subclause (A), if more than one Bid for shares of MMP of such series with the same rate is submitted on behalf of such Existing Holder and the number of Outstanding shares of MMP of such series subject to such Bids is greater than such excess, such Bids shall be considered valid up to and including the amount of such excess, and the number of shares of MMP of such series subject to each Bid with the same rate shall be reduced pro rata to cover the number of shares of MMP of such series equal to such excess;

(C) subject to subclauses (A) and (B), if more than one Bid for shares of MMP of such series with different rates is submitted on behalf of such Existing Holder, such Bids shall be considered valid first in the ascending order of their respective rates until the highest rate is reached at which such excess exists and then at such rate up to and including the amount of such excess; and

(D) in any such event, the number, if any, of such Outstanding shares of MMP of such series subject to any portion of Bids considered not valid in whole or in part under this clause (ii) shall be treated, subject to paragraph (e) of this Section 3, as the subject of a Bid for shares of MMP of such series by a Potential Holder at the rate therein specified; and

(iii) all Sell Orders for shares of MMP of such series shall be considered valid up to and including the excess of the number of Outstanding shares of MMP of such series held by such Existing Holder over the sum of shares of MMP subject to valid Hold Orders referred to in clause (i) above and valid Bids by such Existing Holder referred to in clause (ii) above.

(e) If the sum of (i) the number of shares of MMP of any series subject to valid Hold Orders and valid Bids submitted by any Person as an Existing Holder and (ii) the number of shares of MMP of such series subject to Bids by such Person as a Potential Holder, in each case after giving effect, to the extent applicable, to subparagraphs (d) (i) and (ii) of this Section 3, is greater than the number of Outstanding shares of MMP of such series, the number of shares of MMP of such series subject to the Bids submitted by such Person as a Potential Holder, including by operation of such subparagraphs (d)(i) and (ii), shall be reduced first in descending order of the respective rates specified in such Bids until the lowest rate is reached at which such sum remains greater than the number of Outstanding shares of such series, and then at such rate until the total number of shares subject to the Bids submitted by such Person as a Potential Holder is equal to the number of Outstanding shares of MMP of such series minus the number of shares included in clause (i) above. Subject to the provisions of the preceding sentence, if more than one Bid for one or more shares of any series of MMP is submitted on behalf of any Potential Holder, each such Bid submitted shall be a separate Bid with the rate and number of shares therein specified.

(f) Any Order submitted by a Broker-Dealer to the Auction Agent prior to the Submission Deadline on any Auction Date shall be irrevocable.

4. Determination of Sufficient Clearing Bids, Winning Bid Rate and Applicable Rate. (a) Not earlier than the Submission Deadline on each Auction Date, the Auction Agent shall assemble all valid Orders submitted or deemed submitted to it by the Broker-Dealers (each such Order as submitted or deemed submitted by a Broker-Dealer being hereinafter referred to individually as a "Submitted Hold Order," a "Submitted Bid" or a "Submitted Sell Order," as the case may be, or as a "Submitted Order" and collectively as "Submitted Hold Orders," "Submitted Bids" or "Submitted Sell Orders," as the case may be, or as "Submitted Orders") and shall for each series of MMP for which an Auction is being held determine:

(i) the excess of the number of Outstanding shares of MMP of such series over the number of Outstanding shares of MMP of such series subject to Submitted Hold Orders (such excess being hereinafter referred to as the "Available MMP" of such series);

(ii) from the Submitted Orders for such series whether:

(A) the number of Outstanding shares of MMP of such series subject to Submitted Bids by Potential Holders specifying one or more rates equal to or lower than the Maximum Rate for such series;

exceeds or is equal to the sum of:

(B) the number of Outstanding shares of MMP of such series subject to Submitted Bids by Existing Holders specifying one or more rates higher than the Maximum Rate for such series; and

(C) the number of Outstanding shares of MMP of such series subject to Submitted Sell Orders

(in the event such excess or such equality exists (other than because the number of shares of MMP of such series in subclauses (B) and (C) above is zero because all of the Outstanding shares of MMP of such series are subject to Submitted Hold Orders), such Submitted Bids in subclause (A) above being hereinafter referred to collectively as "Sufficient Clearing Bids" for such series); and

(iii) if Sufficient Clearing Bids for such series exist, the lowest rate specified in such Submitted Bids (the "Winning Bid Rate" for such series) which if:

(A)(I) each such Submitted Bid from Existing Holders specifying such lowest rate and (II) all other such Submitted Bids from Existing Holders specifying lower rates were rejected, thus entitling such Existing Holders to continue to hold the shares of MMP of such series that are subject to such Submitted Bids; and

(B)(I) each such Submitted Bid from Potential Holders specifying such lowest rate and (II) all other such Submitted Bids from Potential Holders specifying lower rates were accepted;

would result in such Existing Holders described in subclause (A) above continuing to hold an aggregate number of Outstanding shares of MMP of such series which, when added to the number of Outstanding shares of MMP of such series to be purchased by such Potential Holders described in subclause (B) above, would equal not less than the Available MMP of such series.

(b) Promptly after the Auction Agent has made the determinations pursuant to paragraph (a) of this Section 4, the Auction Agent shall advise the Company of the Maximum Rate for each series of MMP for which an Auction is being held on the Auction Date and, based on such determinations, the Applicable Rate for each such series for the next succeeding Rate Period thereof as follows:

(i) if Sufficient Clearing Bids for such series exist, that the Applicable Rate for such series for the next succeeding Rate Period thereof shall be equal to the Winning Bid Rate for such series so determined;

(ii) if Sufficient Clearing Bids for such series do not exist (other than because all of the Outstanding shares of MMP of such series are subject to Submitted Hold Orders), that the Applicable Rate for such series for the next succeeding Rate Period thereof shall be equal to the Maximum Rate for such series; or

(iii) if all of the Outstanding shares of MMP of such series are subject to Submitted Hold Orders, that the Applicable Rate for such series for the next succeeding Rate Period thereof shall be equal to 59% of the "AA" Composite Commercial Paper Rate on such date for such Rate Period.

5. Acceptance and Rejection of Submitted Bids and Submitted Sell Orders and Allocation of Shares. Existing Holders shall continue to hold the shares of MMP that are subject to Submitted Hold Orders, and, based on the determinations made pursuant to paragraph (a) of Section 4 of this Part II, the Submitted Bids and Submitted Sell Orders shall be accepted or rejected and the Auction Agent shall take such other action as set forth below:

(a) If Sufficient Clearing Bids for any series of MMP have been made, all Submitted Sell Orders shall be accepted and, subject to the provisions of paragraphs (d) and (e) of this Section 5, Submitted Bids shall be accepted or rejected as

follows in the following order of priority and all other Submitted Bids for such series shall be rejected:

(i) Existing Holders' Submitted Bids for shares of MMP of such series specifying any rate that is higher than the Winning Bid Rate for such series shall be accepted, thus requiring each such Existing Holder to sell the shares of MMP subject to such Submitted Bids;

(ii) Existing Holders' Submitted Bids for shares of MMP of such series specifying any rate that is lower than the Winning Bid Rate for such series shall be rejected, thus entitling each such Existing Holder to continue to hold the shares of MMP subject to such Submitted Bids;

(iii) Potential Holders' Submitted Bids for shares of MMP of such series specifying any rate that is lower than the Winning Bid Rate shall be accepted;

(iv) each Existing Holder's Submitted Bid for shares of MMP of such series specifying a rate that is equal to the Winning Bid Rate for such series shall be rejected, thus entitling such Existing Holder to continue to hold the shares of MMP subject to such Submitted Bid, unless the number of Outstanding shares of MMP subject to all such Submitted Bids shall be greater than the number of shares of MMP ("remaining shares") in the excess of the Available MMP of such series over the number of shares of MMP subject to Submitted Bids described in clauses (ii) and (iii) of this paragraph (a), in which event such Submitted Bid of such Existing Holder shall be rejected in part, and such Existing Holder shall be entitled to continue to hold shares of MMP subject to such Submitted Bid, but only in an amount equal to the number of shares of MMP of such series obtained by multiplying the number of remaining shares by a fraction, the numerator of which shall be the number of Outstanding shares of MMP held by such Existing Holder subject to such Submitted Bid and the denominator of which shall be the aggregate number of Outstanding shares of MMP subject to such Submitted Bids made by all such Existing Holders that specified a rate equal to the Winning Bid Rate for such series; and

(v) each Potential Holder's Submitted Bid for shares of MMP of such series specifying a rate that is equal to the Winning Bid Rate for such series shall be accepted but only in an amount equal to the number of shares of MMP of such series obtained by multiplying the number of shares in the excess of the Available MMP of such series over the number of shares of MMP subject to Submitted Bids described in clauses (ii) through (iv) of this paragraph (a) by a fraction, the numerator of which shall be the number of Outstanding shares of MMP subject to such Submitted Bid and the denominator of which shall be the aggregate number of

Outstanding shares of MMP subject to such Submitted Bids made by all such Potential Holders that specified a rate equal to the Winning Bid Rate for such series; and

(b) If Sufficient Clearing Bids for any series of MMP have not been made (other than because all of the Outstanding shares of MMP of such series are subject to Submitted Hold Orders), subject to the provisions of paragraph (d) of this Section 5, Submitted Orders for such series shall be accepted or rejected as follows in the following order of priority and all other Submitted Bids for such series shall be rejected:

(i) Existing Holders' Submitted Bids for shares of MMP of such series specifying any rate that is equal to or lower than the Maximum Rate for such series shall be rejected, thus entitling such Existing Holders to continue to hold the shares of MMP subject to such Submitted Bids;

(ii) Potential Holders Submitted Bids for shares of MMP of such series specifying any rate that is equal to or lower than the Maximum Rate for such series shall be accepted;

(iii) each Existing Holder's Submitted Bid for shares of MMP of such series specifying any rate that is higher than the Maximum Rate of such series and the Submitted Sell Orders for shares of MMP of such series of each Existing Holder shall be accepted, thus entitling each Existing Holder that submitted any such Submitted Bid or Submitted Sell Order to sell the shares of MMP of such series subject to such Submitted Bid or Submitted Sell Order, but in both cases only in an amount equal to the number of shares of MMP of such series obtained by multiplying the number of shares of MMP subject to Submitted Bids described in clause (ii) of this paragraph (b) by a fraction, the numerator of which shall be the number of Outstanding shares of MMP held by such Existing Holder subject to such Submitted Bid or Submitted Sell Order and the denominator of which shall be the aggregate number of Outstanding shares of MMP subject to all such Submitted Bids and Submitted Sell Orders.

(c) If all of the Outstanding shares of MMP of any series are subject to Submitted Hold Orders, all Submitted Bids for such series shall be rejected.

(d) If, as a result of the procedures described in clause (iv) or (v) of paragraph (a) or clause (iii) of paragraph (b) of this Section 5, any Existing Holder would be required to sell, or any Potential Holder would be required to purchase, a fraction of a share of MMP of any series on any Auction Date, the Auction Agent shall, in such manner as it shall determine in its sole discretion, round up or down the number of shares of MMP of such series to be purchased or sold by any Existing Holder or Potential Holder on such Auction Date as a result of such

procedures so that the number of shares of such series so purchased or sold by each Existing Holder or Potential Holder on such Auction Date shall be whole shares of MMP.

(e) If, as a result of the procedures described in clause (v) of paragraph (a) of this Section 5, any Potential Holder would be required to purchase less than a whole share of MMP of any series on any Auction Date, the Auction Agent shall, in such manner as it shall determine in its sole discretion, allocate shares of MMP of such series for purchase among Potential Holders so that only whole shares of MMP of such series are purchased on such Auction Date as a result of such procedures by any Potential Holder, even if such allocation results in one or more Potential Holders not purchasing shares of MMP on such Auction Date.

(f) Based on the results of each Auction for a series of MMP, the Auction Agent shall determine the aggregate number of shares of MMP of such series to be purchased and the aggregate number of shares of MMP of such series to be sold by Potential Holders and Existing Holders on whose behalf each Broker-Dealer submitted Bids or Sell Orders and, with respect to each Broker-Dealer, to the extent that such aggregate number of shares to be purchased and such aggregate number of shares to be sold differ, determine to which other Broker-Dealer or Broker-Dealers acting for one or more purchasers of shares of MMP of such series such Broker-Dealer shall deliver, or from which other Broker-Dealer or Broker-Dealers acting for one or more sellers of shares of MMP of such series such Broker-Dealer shall receive, as the case may be, shares of MMP of such series.

6. Miscellaneous. (a) The Board of Directors may interpret the provisions of this Part II to resolve any inconsistency or ambiguity which may arise or be revealed in connection with the Auction Procedures provided for herein, and if such inconsistency or ambiguity reflects an inaccurate provision hereof, the Board of Directors may, in appropriate circumstances, authorize the filing of a Certificate of Correction.

(b) So long as the Applicable Rate for shares of MMP of any series has not been determined by the formula of 200% of LIBOR, an Existing Holder may sell, transfer or otherwise dispose of shares of MMP of such series only pursuant to a Bid or Sell Order in accordance with the procedures described in this Part II or to or through a Broker-Dealer or to a Person that has delivered a signed copy of a Master Purchaser's Letter to the Auction Agent; provided that in the case of all transfers other than pursuant to Auctions, such Existing Holder, its Broker-Dealer or its Agent Member advises the Auction Agent of such transfer.

(c) So long as the Applicable Rate for shares of MMP of any series shall not have been determined by the formula of

200% of LIBOR, all of the shares of MMP of such series outstanding from time to time shall be represented by one global certificate registered in the name of the Securities Depository or its nominee.

(d) Neither the Company nor any affiliate thereof may submit an Order in any Auction. For purposes of this paragraph (d), a Broker-Dealer shall not be deemed to be an affiliate of the Company solely because one of the directors or executive officers of such Broker-Dealer or of any Person controlled by, in control of or under common control with such Broker-Dealer is also a director of the Company.

IN WITNESS WHEREOF, the Company has caused its corporate seal to be hereunto affixed and this Certificate to be signed by M. Douglas Ivester, its Senior Vice President and Chief Financial Officer, and attested by Donald R. Greene, its Secretary, this 31st day of August, 1988.

THE COCA-COLA COMPANY

By: _____
M. Douglas Ivester
Senior Vice President and
Chief Financial Officer

[Corporate seal]

ATTEST:

_____
Donald R. Greene
Secretary

State of Delaware

Office of Secretary of State

I, MICHAEL RATCHFORD, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "THE COCA-COLA COMPANY" FILED IN THIS OFFICE ON THE TWENTY-FOURTH DAY OF APRIL, A.D. 1990, AT 4:05 O'CLOCK P.M.

* * * * * * * * * * * *

Michael Ratchford, Secretary of State

AUTHENTICATION: *3375004

DATE: 03/10/1992

722070161

FILED
4:05 PM
APR 24 1990

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
THE COCA-COLA COMPANY

THE COCA-COLA COMPANY, a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Company"), hereby certifies:

FIRST: That at a meeting held February 15, 1990, at which a quorum was acting and present throughout, resolutions were duly adopted by the Board of Directors of the Company setting forth a proposed amendment to the Certificate of Incorporation of the Company, declaring said amendment to be advisable and directing that the proposed amendment and the matter thereof be considered at the annual meeting of shareholders of the Company held on April 18, 1990. The resolution setting forth the proposed amendment is as follows:

RESOLVED, that the Certificate of Incorporation of The Coca-Cola Company be, and the same hereby is, amended by deleting the current Article "FOURTH" thereof, preserving any provision which might be deemed to be part of Article FOURTH by virtue of the filing of a Certificate of Designation of Money Market Preferred Stock on September 2, 1988, and substituting the following:

"FOURTH: The total number of shares of all classes of stock that the Corporation shall have authority to issue is One Billion Five Hundred Million (1,500,000,000) shares, consisting of One Billion Four Hundred Million (1,400,000,000) shares of common stock, par value $.50 per share, and One Hundred Million (100,000,000) shares of preferred stock, par value $1.00 per share.

The Board of Directors of the Corporation is authorized, subject to any limitations prescribed by law, to provide for the issuance of the shares of preferred stock in series, and by filing a certificate pursuant to the applicable law of the State of Delaware (hereinafter referred to as a "Preferred Stock Designation") to establish from time to time the number of shares to be included in each such series, and to fix the designation, powers, preferences, and rights of the shares of each such series and any qualifications, limitations or restrictions thereof. The number of

authorized shares of preferred stock may be increased or decreased (but not below the number of shares thereof then outstanding) by the affirmative vote of the holders of the majority of the shares of common stock, without a vote of the holders of the shares of preferred stock, or of any series thereof, unless a vote of any such holders is required pursuant to the Preferred Stock Designation or Preferred Stock Designations establishing the series of preferred stock.

Each holder of shares of common stock shall be entitled to one vote for each share of common stock held of record on all matters on which the holders of shares of common stock are entitled to vote.

No stockholder shall have any preemptive right to subscribe to an additional issue of shares of any class of stock of the Corporation or to any security convertible into such stock.

Each share of common stock of the Corporation issued and outstanding or held in the treasury of the Corporation immediately prior to the close of business on May 1, 1990, that being the time when the amendment of this Article FOURTH of the Certificate of Incorporation shall have become effective, is changed into and reclassified as two fully paid and nonassessable shares of common stock, par value $.50 per share, and at the close of business on such date, each holder of record of common stock shall, without further action, be and become the holder of one additional share of common stock for each share of common stock held of record immediately prior thereto. Effective at the close of business on such date, each certificate representing shares of common stock outstanding or held in treasury immediately prior to such time shall continue to represent the same number of shares of common stock and as promptly as practicable thereafter, the Corporation shall issue and cause to be delivered to each holder of record of shares of common stock at the close of business on such date an additional certificate or certificates representing one additional share of common stock for each share of common stock held of record immediately prior thereto."

SECOND: That thereafter, pursuant to resolution of the Board of Directors of the Company, the annual meeting of shareholders of the Company was duly called and held on April 18, 1990, upon notice in accordance with Section 222 of the General

Corporation Law of the State of Delaware, at which meeting the necessary number of shares as required by statute was voted in favor of the amendment.

THIRD: That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

FOURTH: That said amendment is to be effective at the close of business on May 1, 1990.

IN WITNESS WHEREOF, the Company has caused this Certificate to be signed by Donald R. Keough, its President and Chief Operating Officer, attested by Susan E. Shaw, its Secretary, and its seal hereunto affixed, all as of the 23rd day of April, 1990.

THE COCA-COLA COMPANY

[SEAL]

By: _____
Donald R. Keough
President and Chief Operating Officer

Attest:

_____
Susan E. Shaw
Secretary

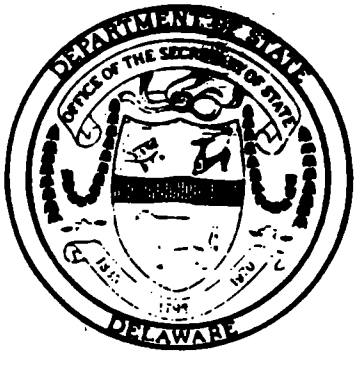
State of Delaware

Office of Secretary of State

I, MICHAEL RATCHFORD, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP OF THE COCA-COLA COMPANY, A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, MERGING COCA-COLA REFRESHMENT SYSTEMS, INC. A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, PURSUANT TO SECTION 253 OF THE GENERAL CORPORATION LAW OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE ELEVENTH DAY OF DECEMBER, A.D. 1991, AT 10 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION SHALL BE GOVERNED BY THE LAWS OF THE STATE OF DELAWARE.

▲ ▲ ▲ ▲ ▲ ▲ ▲ ▲ ▲ ▲ ▲



Michael Ratchford, Secretary of State

AUTHENTICATION: 3375006

DATE: 03/10/1992

722070162

CERTIFICATE OF OWNERSHIP AND MERGER 12-11-91

MERGING

COCA-COLA REFRESHMENT SYSTEMS, INC.

INTO

THE COCA-COLA COMPANY

THE COCA-COLA COMPANY, a corporation organized and existing under the laws of the State of Delaware (the "Company"),

DOES HEREBY CERTIFY:

FIRST: That the Company was incorporated on the 5th day of September, 1919 pursuant to the General Corporation Law of the State of Delaware.

SECOND: That the Company owns all of the outstanding shares of common stock of Coca-Cola Refreshment Systems, Inc. (the "Merged Company"), the only class of stock of the Merged Company, and the Merged Company was incorporated under the General Corporation Law of the State of the Delaware on December 12, 1989.

THIRD: That the Company, by the following resolutions of its Board of Directors, duly adopted at a meeting held on the 16th day of October, 1991, determined to and did merge into itself said Merged Company:

> "RESOLVED, that, upon the recommendation of the Finance Committee of the Board of Directors of the Company and pursuant to Section 253 of the Delaware General Corporation Law, The Coca-Cola Company (the "Company" or the "Surviving Company") be, and it hereby is, authorized to merge into itself as specified in the Certificate of Ownership and Merger (the "Certificate of Merger") as described below the following directly held subsidiary of the Company and thereby assume all of such subsidiary's obligations upon the terms and conditions set forth below:
>
> Coca-Cola Refreshment Systems, Inc.
> (the "Merged Company")
>
> "FURTHER RESOLVED, that the merger of the Company and the Merged Company named in the foregoing resolution shall become effective December 31, 1991.

"FURTHER RESOLVED, that the terms and conditions of the merger are as follows:

"(a) Each share of common stock of the Merged Company which shall be outstanding on the effective date of the merger shall be cancelled and shall thereafter be void and no shares of the Surviving Company shall be issued in exchange for same; and

"(b) The Certificate of Incorporation and the By-Laws of the Surviving Company as they shall exist on the effective date of the merger shall be and remain the Certificate of Incorporation and By-Laws of the Surviving Company until the same shall be altered, amended or repealed as therein provided; and

"(c) Upon the merger becoming effective, all of the property, rights, privileges, franchises, patents, trademarks, licenses, registrations and other assets of every kind and description of the Merged Company shall be transferred to, vested in and devolved upon the Surviving Company without further act or deed and all property, rights and every other interest of the Surviving Company and the Merged Company shall be as effectively the property of the Surviving Company as they were of the Surviving Company and the Merged Company, respectively. The Merged Company will agree from time to time, as and when requested by the Surviving Company or by its successors or assigns, to execute and deliver or cause to be executed and delivered all such deeds and instruments and to take or cause to be taken such further or other action as the Surviving Company may deem necessary or desirable in order to vest in and confirm to the Surviving Company title to and possession of any property of the Merged Company acquired or to be acquired by reason of or as a result of the merger herein provided for and otherwise to carry out the intent and purposes hereof and the proper officers and directors of the Merged Company are fully authorized in the name of the Merged Company or otherwise to take any and all such action; and

"FURTHER RESOLVED, that the officers of the Company be, and they hereby are, directed to make and execute a Certificate of Merger setting forth a copy of the resolutions to merge the Merged Company and assume the

responsibilities and obligations of the Merged Company, and the date of adoption thereof, and to cause the same to be filed with the Secretary of State of Delaware, and, if appropriate, to cause a certified copy to be recorded in the office of the Recorder of Deeds of New Castle County and to do all acts and things whatsoever, whether within or without the State of Delaware or other appropriate jurisdictions, which may be in any way necessary and proper to effect said merger; and

"FURTHER RESOLVED, that, anything herein to the contrary notwithstanding, upon the approval of the Board of Directors of the Company, the merger contemplated by these resolutions may be abandoned, prior to the date of filing of any Certificate of Merger with respect to any such merger; and

"FURTHER RESOLVED, that any officer of the Company be, and each of them hereby is, authorized to execute and deliver on behalf of the Company any Certificate of Merger or any other document or instrument with respect to the merger or any other transaction contemplated herein or by such Certificate of Merger, to cause any such document to be filed with the Secretary of State of Delaware and any other appropriate governmental agency or authority, and to take any and all other actions deemed necessary or appropriate by such officers to fully effect the merger or any transactions with respect thereto."

FOURTH: That, pursuant to the foregoing resolutions of the Board of Directors of the Company, the merger contemplated herein shall become effective as of December 31, 1991.

THE COCA-COLA COMPANY

Dated: December 6, 1991

By: _____
Jack L. Stahl
Senior Vice President and
Chief Financial Officer

ATTEST:

By: _____
Carol Crofoot Hayes
Assistant Secretary

State of Delaware

Office of Secretary of State

I, MICHAEL RATCHFORD, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "THE COCA-COLA COMPANY" FILED IN THIS OFFICE ON THE TWENTIETH DAY OF APRIL, A.D. 1992, AT 12 O'CLOCK P.M.

* * * * * * * * * * *

SECRETARY OF STATE
AUTHENTICATION: *3420623

DATE: 04/21/1992

921115030

0200

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 12:00 PM 04/20/1992
921115030 - 88529

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
THE COCA-COLA COMPANY

THE COCA-COLA COMPANY, a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Company"), hereby certifies:

FIRST: That at a meeting held February 20, 1992, at which a quorum was acting and present throughout, resolutions were duly adopted by the Board of Directors of the Company setting forth a proposed amendment to the Certificate of Incorporation of the Company, declaring said amendment to be advisable and directing that the proposed amendment and the matter thereof be considered at the Annual Meeting of Share Owners of the Company held on April 15, 1992. The resolution setting forth the proposed amendment is as follows:

RESOLVED, that the Certificate of Incorporation of the Company be, and the same hereby is, amended by deleting the current Article "FOURTH" thereof, preserving any provision which might be deemed to be part of Article FOURTH by virtue of the filing of a Certificate of Designation of Cumulative Money Market Preferred Stock on September 2, 1988, and substituting the following:

"FOURTH: The total number of shares of all classes of stock that the Corporation shall have authority to issue is Two Billion Nine Hundred Million (2,900,000,000) shares, consisting of Two Billion Eight Hundred Million (2,800,000,000) shares of common stock, par value $.25 per share, and One Hundred Million (100,000,000) shares of preferred stock, par value $1.00 per share.

The Board of Directors of the Corporation is authorized, subject to any limitations prescribed by law, to provide for the issuance of the shares of preferred stock in series, and by filing a certificate pursuant to the applicable law of the State of Delaware (hereinafter referred to as a "Preferred Stock Designation") to establish from time to time the number of shares to be included in each such series, and to fix the designation, powers, preferences, and rights of the shares of each such series and any qualifications, limitations or restrictions thereof. The number of

authorized shares of preferred stock may be increased or decreased (but not below the number of shares thereof then outstanding) by the affirmative vote of the holders of the majority of the shares of common stock, without a vote of the holders of the shares of preferred stock, or of any series thereof, unless a vote of any such holders is required pursuant to the Preferred Stock Designation or Preferred Stock Designations establishing the series of preferred stock.

Each holder of shares of common stock shall be entitled to one vote for each share of common stock held of record on all matters on which the holders of shares of common stock are entitled to vote.

No stockholder shall have any preemptive right to subscribe to an additional issue of shares of any class of stock of the Corporation or to any security convertible into such stock.

Each share of common stock of the Corporation issued and outstanding or held in the treasury of the Corporation immediately prior to the close of business on May 1, 1992, that being the time when the amendment of this Article FOURTH of the Certificate of Incorporation shall have become effective, is changed into and reclassified as two fully paid and nonassessable shares of common stock, par value $.25 per share, and at the close of business on such date, each holder of record of common stock shall, without further action, be and become the holder of one additional share of common stock for each share of common stock held of record immediately prior thereto. Effective at the close of business on such date, each certificate representing shares of common stock outstanding or held in treasury immediately prior to such time shall continue to represent the same number of shares of common stock and as promptly as practicable thereafter, the Corporation shall issue and cause to be delivered to each holder of record of shares of common stock at the close of business on such date an additional certificate or certificates representing one additional share of common stock for each share of common stock held of record immediately prior thereto."

SECOND: That thereafter, pursuant to resolutions of the Board of Directors of the Company, the Annual Meeting of Share Owners of the Company was duly called and held on April 15, 1992, upon notice in accordance with Section 222 of the General

Corporation Law of the State of Delaware, at which meeting the necessary number of shares as required by statute was voted in favor of the amendment.

THIRD: That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

FOURTH: That said amendment is to be effective at the close of business on May 1, 1992.

IN WITNESS WHEREOF, the Company has caused this Certificate to be signed by Donald R. Keough, its President and Chief Operating Officer, attested by Susan E. Shaw, its Secretary, and its seal hereunto affixed, all as of the 15 day of April, 1992.

THE COCA-COLA COMPANY

[SEAL]

By: _____
Donald R. Keough
President and Chief Operating Officer

Attest:

_____
Susan E. Shaw
Secretary

FORM 10-K

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

[X] ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 [FEE REQUIRED]

For the fiscal year ended December 31, 1992

OR

[ ] TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 [NO FEE REQUIRED]

For the transition period from _____ to _____

Commission File No. 1-2217

The Coca-Cola Company

(Exact name of Registrant as specified in its charter)

DELAWARE	58-0628465
(State or other jurisdiction of incorporation or organization)	(IRS Employer Identification No.)
One Coca-Cola Plaza, N.W. Atlanta, Georgia	30313
(Address of principal executive offices)	(Zip Code)

Registrant's telephone number, including area code (404) 676-2121

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Name of each exchange on which registered
COMMON STOCK, $.25 PAR VALUE	NEW YORK STOCK EXCHANGE

Securities registered pursuant to Section 12(g) of the Act: None

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months and (2) has been subject to such filing requirements for the past 90 days.

Yes ✔ No ___

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of Registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. ✔

The aggregate market value of the voting stock held by non-affiliates of the Registrant (assuming for these purposes, but without conceding, that all executive officers and Directors are "affiliates" of the Registrant) as of March 5, 1993 (based on the closing sale price as reported on the New York Stock Exchange on such date) was $47,950,343,613.

The number of shares outstanding of the Registrant's Common Stock as of March 5, 1993 was 1,305,469,709.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the Company's Annual Report to Share Owners for the year ended December 31, 1992, are incorporated by reference in Parts I, II and IV.

Portions of the Company's Proxy Statement for the Annual Meeting of Share Owners to be held on April 14, 1993, are incorporated by reference in Part III.

EXHIBIT 3.2

BY-LAWS
OF
THE COCA-COLA COMPANY

AS AMENDED TO APRIL 15, 1993

ARTICLE I

SHAREHOLDERS:

Section 1. Place, Date and Time of Holding Annual Meetings. Annual meetings of shareholders shall be held at such place, date and time as shall be designated from time to time by the Board of Directors. In the absence of a resolution adopted by the Board of Directors establishing such place, date and time, the annual meeting shall be held at 1209 Orange Street, Wilmington, Delaware, on the third Wednesday in April of each year at 9:00 A.M. (local time).

Section 2. Voting. Each outstanding share of common stock of the Company is entitled to one vote on each matter submitted to a vote. The vote for the election of directors shall be by written ballot. Directors shall be elected by plurality votes cast in the election for such directors. All other action shall be authorized by a majority of the votes cast unless a greater vote is required by the laws of Delaware. A shareholder may vote in person or by written proxy.

Section 3. Quorum. The holders of a majority of the issued and outstanding shares of the common stock of the Company, present in person or represented by proxy, shall constitute a quorum at all meetings of shareholders.

Section 4. Adjournment of Meetings. In the absence of a quorum or for any other reason, the chairman of the meeting may adjourn the meeting from time to time. If the adjournment is not for more than thirty days, the adjourned meeting may be held without notice other than an announcement at the meeting. If the adjournment is for more than thirty days, or if a new record date is fixed for the adjourned meeting, a notice of the adjourned meeting shall be given to each shareholder of record entitled to vote at such meeting. At any

* By-laws of the Registrant to become effective April 15, 1993.

such adjourned meeting at which a quorum is present, any business may be transacted which might have been transacted at the meeting originally called.

Section 5. Special Meetings. Special meetings of the shareholders for any purpose or purposes may be called by the Board of Directors, the Chairman of the Board of Directors or the President. Special meetings shall be held at the place, date and time fixed by the Secretary.

Section 6. Notice of Shareholders Meeting. Written notice, stating the place, date, hour and purpose of the annual or special meeting shall be given by the Secretary not less than ten nor more than sixty days before the date of the meeting to each shareholder entitled to vote at such meeting.

Section 7. Organization. The Chairman of the Board of Directors shall preside at all meetings of shareholders. In the absence of, or in case of a vacancy in the office of, the Chairman of the Board of Directors, the President, or in his absence or in the event that the Board of Directors has not selected a President, any Senior Executive Vice President, Executive Vice President, Senior Vice President or Vice President in order of seniority as specified in this sentence, and, within each classification of office in order of seniority in time in that office, shall preside. The Secretary of the Company shall act as secretary at all meetings of the shareholders and in the Secretary's absence, the presiding officer may appoint a secretary.

Section 8. Inspectors of Election. All votes by ballot at any meeting of shareholders shall be conducted by such number of inspectors of election as are appointed for that purpose by either the Board of Directors or by the chairman of the meeting. The inspectors of election shall decide upon the qualifications of voters, count the votes and declare the results.

Section 9. Record Date. The Board of Directors, in order to determine the shareholders entitled to notice of or to vote at any meeting of shareholders or any adjournment thereof, or entitled to express consent to corporate action in writing without a meeting, or entitled to receive payment of any dividend or other distribution or allotment of any rights or entitled to exercise any rights in respect of any change, conversion or exchange of stock or for the purpose of any other lawful action, shall fix in advance a record date which shall not

be more than sixty nor less than ten days before the date of such meeting, nor more than sixty days prior to any other action and in such case only such shareholders as shall be shareholders of record on the date so fixed, shall be entitled to such notice of or to vote at such meeting or any adjournment thereof, or entitled to express consent to such corporate action in writing without a meeting, or be entitled to receive payment of any such dividend or other distribution or allotment of any rights or be entitled to exercise any such rights in respect of stock or to take any such other lawful action, as the case may be, notwithstanding any transfer of any stock on the books of the Company after any such record date fixed as aforesaid.

Section 10. Notice of Shareholder Proposals. A proposal for action to be presented by any shareholder at an annual or special meeting of shareholders shall be out-of-order and shall not be acted upon at such meeting unless such proposal was specifically described in the Company's notice to all shareholders of the meeting and the matters to be acted upon thereat or unless such proposal shall have been submitted in writing to the Chairman of the Board of Directors of the Company and received at the principal executive offices of the Company at least sixty (60) days prior to the date of such annual or special meeting, by the shareholder who intends to present such proposal, and such proposal is, under law, an appropriate subject of shareholder action.

ARTICLE II

DIRECTORS:

Section 1. Number and Term and Classes of Directors. The whole Board of Directors shall consist of not less than ten (10) nor more than twenty (20) members, the exact number to be set from time to time by the Board of Directors. No decrease in the number of directors shall shorten the term of any incumbent director. In absence of the Board of Directors setting the number of directors, the number shall be 20. The Board of Directors shall be divided into three classes of as nearly equal size as practicable. The term of office of the members of each class shall expire at the third annual meeting of shareholders following the election of such members, and at each annual meeting of shareholders, directors shall be chosen for a term of three years to succeed those whose terms expire; provided, whenever classes are or, after the next annual meeting of shareholders, will be uneven, the shareholders, for the sole purpose of making the number of

members in such class as equal as practicable, may elect one or more members of such class for less than 3 years.

Section 2. Regular Meetings. Regular meetings of the Board of Directors shall be held at such times as the Board of Directors may determine from time to time.

Section 3. Special Meetings. Special meetings of the Board of Directors may be called by the Chairman of the Board of Directors, the Secretary or by a majority of the directors by written request to the Secretary.

Section 4. Notice of Meetings. The Secretary shall give notice of all meetings of the Board of Directors by mailing the notice at least three days before each meeting or by telegraphing or telephoning the directors not later than one day before the meeting. The notice shall state the time, date and place of the meeting, which shall be determined by the Chairman of the Board of Directors, or, in absence of the Chairman, by the Secretary of the Company, unless otherwise determined by the Board of Directors.

Section 5. Quorum and Voting. A majority of the directors holding office shall constitute a quorum for the transaction of business. Except as otherwise specifically required by Delaware law or by the Certificate of Incorporation of the Company or by these By-Laws, any action required to be taken shall be authorized by a majority of the directors present at any meeting at which a quorum is present.

Section 6. General Powers of Directors. The business and affairs of the Company shall be managed under the direction of the Board of Directors.

Section 7. Chairman. At all meetings of the Board of Directors, the Chairman of the Board of Directors shall preside and in the absence of, or in the case of a vacancy in the office of, the Chairman of the Board of Directors, a chairman selected by the Chairman of the Board of Directors or, if he fails to do so, by the directors, shall preside.

Section 8. Compensation of Directors. Directors and members of any committee of the Board of Directors shall be entitled to such reasonable compensation and fees for their services as shall be fixed from time to time by resolution of the Board of Directors and

shall also be entitled to reimbursement for any reasonable expenses incurred in attending meetings of the Board of Directors and any committee thereof, except that a Director who is an officer or employee of the Company shall receive no compensation or fees for serving as a Director or a committee member.

Section 9. Qualification of Directors. Each person who shall attain the age of 71 shall not thereafter be eligible for nomination or renomination as a member of the Board of Directors.

Any director who was elected or reelected because he or she was an officer of the Company at the time of that election or the most recent reelection shall resign as a member of the Board of Directors simultaneously when he or she ceases to be an officer of the Company.

ARTICLE III

COMMITTEES OF THE BOARD OF DIRECTORS:

Section 1. Committees of the Board of Directors. The Board of Directors shall designate an Executive Committee, a Finance Committee, an Audit Committee, a Compensation Committee, a Committee on Directors and a Public Issues Review Committee, each of which shall have and may exercise the powers and authority of the Board of Directors to the extent hereinafter provided. The Board of Directors may designate one or more additional committees of the Board of Directors with such powers as shall be specified in the resolution of the Board of Directors. Each committee shall consist of such number of directors as shall be determined from time to time by resolution of the Board of Directors.

All actions of the Board of Directors designating committees, or electing or removing members of such committees, shall be taken by a resolution passed by a majority of the whole Board.

Each committee shall keep regular minutes of its meetings. All action taken by a committee shall be reported to the Board of Directors at its meeting next succeeding such action and shall be subject to approval and revision by the Board, provided that no legal rights of third parties shall be affected by such revisions.

Section 2. Election of Committee Members. The members of each committee shall be elected by the Board of Directors and shall

serve until the first meeting of the Board of Directors after the annual meeting of shareholders and until their successors are elected and qualified or until the members' earlier resignation or removal. The Board of Directors may designate the Chairman and Vice Chairman of each committee. Vacancies may be filled by the Board of Directors at any meeting.

The Chairman of the Board may designate one or more directors to serve as an alternate member or members at any committee meeting to replace any absent or disqualified member, such alternate or alternates to serve for that committee meeting only, and the Chairman of the Board may designate a committee member as acting chairman of that committee, in the absence of the elected committee chairman, to serve for that committee meeting only.

Section 3. Procedure/Quorum/Notice. The Committee Chairman, Vice Chairman or a majority of any committee may call a meeting of that committee. A quorum of any committee shall consist of a majority of its members unless otherwise provided by resolution of the Board of Directors. The majority vote of a quorum shall be required for the transaction of business. The secretary of the committee or the chairman of the committee shall give notice of all meetings of the committee by mailing the notice to the members of the committee at least three days before each meeting or by telegraphing or telephoning the members not later than one day before the meeting. The notice shall state the time, date and place of the meeting. Each committee shall fix its other rules of procedure.

Section 4. Executive Committee. During the interval between meetings of the Board of Directors, the Executive Committee shall have and may exercise the powers of the Board of Directors, to act upon any matters which, in the opinion of the Chairman of the Board, should not be postponed until the next previously scheduled meeting of the Board of Directors; but, to the extent prohibited by law, shall not have the power or authority of the Board of Directors in reference to amending the Certificate of Incorporation of the Company, adopting an agreement of merger or consolidation for the Company, recommending to the stockholders of the Company the sale, lease or exchange of all or substantially all of the Company's property and assets, recommending to the stockholders a dissolution of the Company or a revocation of a dissolution, or amending the By-Laws of the Company.

Section 5. Finance Committee. The Finance Committee shall periodically formulate and recommend for approval to the Board of Directors the financial policies of the Company, including management of the financial affairs of the Company and its accounting policies. The Finance Committee shall have prepared for approval by the Board of Directors annual budgets and such financial estimates as it deems proper; shall have oversight of the budget and of all the financial operations of the Company and from time to time shall report to the Board of Directors on the financial condition of the Company. All capital expenditures of the Company shall be reviewed by the Finance Committee and recommended for approval to the Board of Directors. The Finance Committee may authorize another committee of the Board of Directors or one or more of the officers of the Company to approve borrowings, loans, capital expenditures and guarantees up to such specified amounts or upon such conditions as the Finance Committee may establish, subject to the approval of the Board of Directors; and to open bank accounts and designate those persons authorized to execute checks, notes, drafts and other orders for payment of money on behalf of the Company.

Section 6. Audit Committee. The Audit Committee shall have the power to recommend to the Board of Directors the selection and engagement of independent accountants to audit the books and accounts of the Company and the discharge of the independent accountants. The Audit Committee shall review the scope of the audits as recommended by the independent accountants, the scope of the internal auditing procedures of the Company and the system of internal accounting controls and shall review the reports to the Audit Committee of the independent accountants and the internal auditors.

Section 7. Compensation Committee. The Compensation Committee shall have the powers and authorities vested in it by the incentive, stock option and similar plans of the Company. The Compensation Committee shall have the power to approve, disapprove, modify or amend all plans designed and intended to provide compensation primarily for officers of the Company. The Compensation Committee shall review, fix and determine from time to time the salaries and other remunerations of all officers of the Company.

Section 8. Committee on Directors. The Committee on Directors shall have the power to recommend candidates for election to the Board of Directors and shall consider nominees for directorships submitted by shareholders. The Committee on Directors shall consider issues involving potential conflicts of interest of directors and committee members and recommend and review all matters relating to fees and retainers paid to directors, committee members and committee chairmen.

Section 9. Public Issues Review Committee. The Public Issues Review Committee shall have the power to review Company policy and practice relating to significant public issues of concern to the shareholders, the Company, the business community and the general public. The Committee may also review management's position on shareholder proposals involving issues of public interest to be presented at annual or special meetings of shareholders.

ARTICLE IV

NOTICE AND WAIVER OF NOTICE:

Section 1. Notice. Any notice required to be given to shareholders or directors under these By-Laws, the Certificate of Incorporation or by law may be given by mailing the same, addressed to the person entitled thereto, at such person's last known post office address and such notice shall be deemed to be given at the time of such mailing.

Section 2. Waiver of Notice. Whenever any notice is required to be given under these By-Laws, the Certificate of Incorporation or by law, a waiver thereof, signed by the person entitled to notice, whether before or after the time stated therein, shall be deemed equivalent to notice. Attendance of a person at a meeting shall constitute a waiver of notice of such meeting, except when the person attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of any regular or special meeting of the shareholders, directors or a committee of directors need be specified in any written waiver of notice.

ARTICLE V

OFFICERS:

Section 1. Officers of the Company. The officers of the Company shall be selected by the Board of Directors and shall be a Chairman of the Board of Directors, one or more Vice Presidents, a Secretary and a Treasurer. The Board of Directors may elect a Vice Chairman, President and a Controller and one or more of the following: Senior Executive Vice President, Executive Vice President, Senior Vice President, Assistant Vice President, Assistant Secretary, Associate Treasurer, Assistant Treasurer, Associate Controller and Assistant Controller. Two or more offices may be held by the same person.

The Company may have a General Counsel who shall be appointed by the Board of Directors and shall have general supervision of all matters of a legal nature concerning the Company, unless the Board of Directors has also appointed a General Tax Counsel, in which event the General Tax Counsel shall have general supervision of all tax matters of a legal nature concerning the Company.

The Company may have a Chief Financial Officer who shall be appointed by the Board of Directors and shall have general supervision over the financial affairs of the Company. The Company may also have a Chief of Internal Audits who shall be appointed by the Board of Directors.

Section 2. Election of Officers. At the first meeting of the Board of Directors after each annual meeting of shareholders, the Board of Directors shall elect the officers. From time to time the Board of Directors may elect other officers.

Section 3. Tenure of Office; Removal. Each officer shall hold office until the first meeting of the Board of Directors after the annual meeting of shareholders following the officer's election and until the officer's successor is elected and qualified or until the officer's earlier resignation or removal. Each officer shall be subject to removal at any time, with or without cause, by the affirmative vote of a majority of the entire Board of Directors.

Section 4. Chairman of the Board of Directors. The Chairman of the Board of Directors shall be the Chief Executive Officer of the Company and subject to the overall direction and supervision of the Board of Directors and Committees thereof shall be in general charge of the affairs of the Company; and shall consult and advise with the Board of Directors and committees thereof on the business and the affairs of the Company. The Chairman of the Board of Directors shall have the power to make and execute contracts on behalf of the Company and to delegate such power to others.

Section 5. President. The Board of Directors may select a President who shall have such powers and perform such duties as may be assigned by the Board of Directors or by the Chairman of the Board of Directors. In the absence or disability of the President his or her duties shall be performed by such Vice Presidents as the Chairman of the Board of Directors or the Board of Directors may designate. The President shall also have the power to make and execute contracts on the Company's behalf and to delegate such power to others.

Section 6. Vice Presidents. Each Senior Executive Vice President, Executive Vice President, Senior Vice President and Vice President shall have such powers and perform such duties as may be assigned to the Officer by the Board of Directors or by the Chairman of the Board of Directors or the President.

Section 7. Secretary. The Secretary shall keep minutes of all meetings of the shareholders and of the Board of Directors, and shall keep, or cause to be kept, minutes of all meetings of Committees of the Board of Directors, except where such responsibility is otherwise fixed by the Board of Directors. The Secretary shall issue all notices for meetings of the shareholders and Board of Directors and shall have charge of and keep the seal of the Company and shall affix the seal attested by the Secretary's signature to such instruments as may properly require same. The Secretary shall cause to be kept such books and records as the Board of Directors, the Chairman of the Board of Directors or the President may require; and shall cause to be prepared, recorded, transferred, issued, sealed and cancelled certificates of stock as required by the transactions of the Company and its shareholders. The Secretary shall attend to such correspondence and such other duties as may be incident to the office of the Secretary or assigned by the Board of Directors, the Chairman of the Board of Directors, or the President.

In the absence of the Secretary, an Assistant Secretary is authorized to assume the duties herein imposed upon the Secretary.

Section 8. Treasurer. The Treasurer shall perform all duties and acts incident to the position of Treasurer, shall have custody of the Company funds and securities, and shall deposit all money and other valuable effects in the name and to the credit of the Company in such depositories as may be designated by the Board of Directors. The Treasurer shall disburse the funds of the Company as may be authorized, taking proper vouchers for such disbursements, and shall render to the Board of Directors, whenever required, an account of all the transactions of the Treasurer and of the financial condition of the Company. The Treasurer shall vote all of the stock owned by the Company in any corporation and may delegate this power to others. The Treasurer shall perform such other duties as may be assigned to the Treasurer and shall report to the Chief Financial Officer or, in the absence of the Chief Financial Officer, to the Chairman of the Board of Directors.

In the absence of the Treasurer, an Assistant Treasurer is authorized to assume the duties herein imposed upon the Treasurer.

Section 9. Controller. The Board of Directors may select a Controller who shall keep or cause to be kept in the books of the Company provided for that purpose a true account of all transactions and of the assets and liabilities of the Company. The Controller shall prepare and submit to the Chief Financial Officer or, in the absence of the Chief Financial Officer to the Chairman of the Board of Directors, such financial statements and schedules as may be required to keep the Chief Financial Officer and the Chairman of the Board of Directors currently informed of the operations and financial condition of the Company, and perform such other duties as may be assigned by the Chief Financial Officer or the Chairman of the Board.

In the absence of the Controller, an Assistant Controller is authorized to assume the duties herein imposed upon the Controller.

Section 10. Chief of Internal Audits. The Board of Directors may select a Chief of Internal Audits, who shall cause to be performed, and have general supervision over, auditing activities of the financial transactions of the Company, including the coordination of such auditing activities with the independent accountants of the Company and who shall perform such other duties as may be assigned to him

from time to time. The Chief of Internal Audits shall report to the Chief Financial Officer or, in the absence of the Chief Financial Officer, to the Chairman of the Board of Directors. From time to time at the request of the Audit Committee, the Chief of Internal Audits shall inform that Committee of the auditing activities of the Company.

Section 11. Assistant Vice Presidents. The Company may have assistant vice presidents who shall be appointed by a committee whose membership shall include one or more executive officers of the Company (the "Committee"). Each such assistant vice president shall have such powers and shall perform such duties as may be assigned from time to time by the Committee, the Chairman of the Board of Directors, the President or any Vice President, and which are not inconsistent with the powers and duties granted and assigned by these By-Laws or the Board of Directors. Assistant vice presidents appointed by the Committee shall be subject to removal at any time, with or without cause, by the Committee. Annually the Committee shall report to the Board of Directors who it has appointed to serve as assistant vice presidents and their respective responsibilities.

ARTICLE VI

RESIGNATIONS: FILLING OF VACANCIES:

Section 1. Resignations. Any director, member of a committee, or officer may resign at any time. Such resignation shall be made in writing and shall take effect at the time specified therein, and, if no time be specified, at the time of its receipt by the Chairman of the Board of Directors or the Secretary. The acceptance of a resignation shall not be necessary to make it effective.

Section 2. Filling of Vacancies. If the office of any director becomes vacant, the directors in office, although less than a quorum, or, if the number of directors is increased, the directors in office, may elect any qualified person to fill such vacancy. In the case of a vacancy in the office of a director caused by an increase in the number of directors, the person so elected shall hold office until the next annual meeting of shareholders, or until his successor shall be elected and qualified. In the case of a vacancy in the office of a director resulting otherwise than from an increase in the number of directors, the person so elected to fill such vacancy shall hold office for the unexpired term of the director whose office became vacant. If the office of any officer becomes vacant, the Chairman of the Board of Directors may appoint

any qualified person to fill such vacancy temporarily until the Board of Directors elects any qualified person for the unexpired portion of the term. Such person shall hold office for the unexpired term and until the officer's successor shall be duly elected and qualified or until the officer's earlier resignation or removal.

ARTICLE VII

INDEMNIFICATION:

Section 1. Indemnification of Directors and Officers; Insurance. The Company shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Company) by reason of the fact that he is or was a director, officer, employee, or agent of the Company, or is or was serving at the request of the Company as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interest of the Company, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interest of the Company, and with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

The Company shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Company to procure a judgment in its favor by reason of the fact that he is or was a director, officer, employee or agent of the Company, or is or was serving at the request of the Company, as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorneys' fees) actually and reasonably

incurred by him in connection with the defense or settlement of such action or suit if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Company and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable to the Company unless and only to the extent that the Court of Chancery or the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the Court of Chancery or such other court shall deem proper.

To the extent that a director, officer, employee or agent of the Company has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in the first two paragraphs of this Section or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him in connection therewith.

Any indemnification under the first two paragraphs of this Section (unless ordered by a court) shall be made by the Company only as authorized in the specific case upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances because the applicable standard of conduct set forth in the first two paragraphs of this Section has been met. Such determination shall be made (1) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceedings, or (2) if such a quorum is not obtainable, or, even if obtainable, a quorum of disinterested directors so directs, by independent legal counsel in a written opinion, or (3) by the shareholders.

Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Company in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Company as authorized by this Section.

The indemnification and advancement of expenses provided by or granted pursuant to this Section shall not be deemed exclusive of any other rights to which those indemnified or those who receive advances

may be entitled under any By-Law, agreement, vote of shareholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

The Company shall have power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Company, or is or was serving at the request of the Company as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Company would have the power to indemnify him against such liability under the provisions of this Section.

The indemnification and advancement of expenses provided by, or granted pursuant to, this section shall, unless otherwise provided when authorized or ratified, continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

ARTICLE VIII

CAPITAL STOCK:

Section 1. Form and Execution of Certificates. The certificates of shares of the capital stock of the Company shall be in such form as shall be approved by the Board of Directors. The certificates shall be signed by the Chairman of the Board of Directors or the President, or a Vice President, and by the Secretary or an Assistant Secretary or the Treasurer or an Assistant Treasurer. Each certificate of stock shall certify the number of shares owned by the shareholder in the Company.

A facsimile of the seal of the Company may be used in connection with the certificates of stock of the Company, and facsimile signatures of the officers named in this Section may be used in connection with said certificates. In the event any officer whose facsimile signature has been placed upon a certificate shall cease to be such officer before the certificate is issued, the certificate may be

issued with the same effect as if such person was an officer at the date of issue.

Section 2. Record Ownerships. All certificates shall be numbered appropriately and the names of the owners, the number of shares and the date of issue shall be entered in the books of the Company. The Company shall be entitled to treat the holder of record of any share of stock as the holder in fact thereof and accordingly shall not be bound to recognize any equitable or other claim to or interest in any share on the part of any other person, whether or not it shall have express or other notice thereof, except as required by the laws of Delaware.

Section 3. Transfer of Shares. Upon surrender to the Company or to a transfer agent of the Company of a certificate for shares duly endorsed or accompanied by proper evidence of succession, assignment, or authority to transfer, it shall be the duty of the Company, if it is satisfied that all provisions of law regarding transfers of shares have been duly complied with, to issue a new certificate to the person entitled thereto, cancel the old certificate and record the transaction upon its books.

Section 4. Lost, Stolen or Destroyed Stock Certificates. Any person claiming a stock certificate in lieu of one lost, stolen or destroyed shall give the Company an affidavit as to such person's ownership of the certificate and of the facts which go to prove that it was lost, stolen or destroyed. The person shall also, if required by the Board of Directors, give the Company a bond, sufficient to indemnify the Company against any claims that may be made against it on account of the alleged loss, theft or destruction of any such certificate or the issuance of such new certificate. Any Vice President or the Secretary or any Assistant Secretary of the Company is authorized to issue such duplicate certificates or to authorize any of the transfer agents and registrars to issue and register such duplicate certificates.

Section 5. Regulations. The Board of Directors from time to time may make such rules and regulations as it may deem expedient concerning the issue, transfer and registration of shares.

Section 6. Transfer Agent and Registrar. The Board of Directors may appoint such transfer agents and registrars of transfers as may be deemed necessary, and may require all stock certificates to bear the signature of either or both.

ARTICLE IX

SEAL:

Section 1. Seal. The Board of Directors shall provide a suitable seal containing the name of the Company, the year of its creation, and the words, "CORPORATE SEAL, DELAWARE," or other appropriate words. The Secretary shall have custody of the seal.

ARTICLE X

FISCAL YEAR:

Section 1. Fiscal Year. The fiscal year of the Company shall be the calendar year.

ARTICLE XI

AMENDMENTS:

Section 1. Directors may Amend By-Laws. The Board of Directors shall have the power to make, amend and repeal the By-Laws of the Company at any regular or special meeting of the Board of Directors.

Section 2. By-Laws Subject to Amendment by Shareholders. All By-Laws shall be subject to amendment, alteration, or repeal by the shareholders entitled to vote at any annual meeting or at any special meeting.

ARTICLE XII

EMERGENCY BY-LAWS:

Section 1. Emergency By-Laws. This Article XII shall be operative during any emergency resulting from an attack on the United States or on a locality in which the Company conducts its business or customarily holds meetings of its Board of Directors or its stockholders, or during any nuclear or atomic disaster or during the existence of any catastrophe or other similar emergency condition, as a result of which a quorum of the Board of Directors or the Executive Committee thereof cannot be readily convened (an "emergency"), notwithstanding any different or conflicting provision in the preceding Articles of these By-Laws or in the Certificate of Incorporation of the Company. To the extent not inconsistent with the provisions of this Article, the By-Laws provided in the preceding Articles and the provisions of the Certificate of Incorporation of the Company shall remain in effect during such emergency, and upon termination of such emergency, the provisions of this Article XII shall cease to be operative.

Section 2. Meetings. During any emergency, a meeting of the Board of Directors, or any committee thereof, may be called by any officer or director of the Company. Notice of the time and place of the meeting shall be given by any available means of communication by the person calling the meeting to such of the directors and/or Designated Officers, as defined in Section 3 hereof, as it may be feasible to reach. Such notice shall be given at such time in advance of the meeting as, in the judgment of the person calling the meeting, circumstances permit.

Section 3. Quorum. At any meeting of the Board of Directors, or any committee thereof, called in accordance with Section 2 of this Article XII, the presence or participation of two directors, one director and a Designated Officer or two Designated Officers shall constitute a quorum for the transaction of business.

The Board of Directors or the committees thereof, as the case may be, shall, from time to time but in any event prior to such time or times as an emergency may have occurred, designate the officers of the Company in a numbered list (the "Designated Officers") who shall be deemed, in the order in which they appear on such list, directors of the

Company for purposes of obtaining a quorum during an emergency, if a quorum of directors cannot otherwise be obtained.

Section 4. By-Laws. At any meeting called in accordance with Section 2 of this Article XII, the Board of Directors or the committees thereof, as the case may be, may modify, amend or add to the provisions of this Article XII so as to make any provision that may be practical or necessary for the circumstances of the emergency.

Section 5. Liability. No officer, director or employee of the Company acting in accordance with the provisions of this Article XII shall be liable except for willful misconduct.

Section 6. Repeal or Change. The provisions of this Article XII shall be subject to repeal or change by further action of the Board of Directors or by action of the share-holders, but no such repeal or change shall modify the provisions of Section 5 of this Article XII with regard to action taken prior to the time of such repeal or change.

FORM 10-K

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

[X] ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 [FEE REQUIRED]

For the fiscal year ended December 31, 1992

OR

[ ] TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 [NO FEE REQUIRED]

For the transition period from _____ to _____

Commission File No. 1-2217

The Coca-Cola Company

(Exact name of Registrant as specified in its charter)

DELAWARE	58-0628465
(State or other jurisdiction of incorporation or organization)	(IRS Employer Identification No.)
One Coca-Cola Plaza, N.W. Atlanta, Georgia (Address of principal executive offices)	30313 (Zip Code)

Registrant's telephone number, including area code (404) 676-2121

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Name of each exchange on which registered
COMMON STOCK, $.25 PAR VALUE	NEW YORK STOCK EXCHANGE

Securities registered pursuant to Section 12(g) of the Act: None

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months and (2) has been subject to such filing requirements for the past 90 days.

Yes ✔ No ___

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of Registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. ✔

The aggregate market value of the voting stock held by non-affiliates of the Registrant (assuming for these purposes, but without conceding, that all executive officers and Directors are "affiliates" of the Registrant) as of March 5, 1993 (based on the closing sale price as reported on the New York Stock Exchange on such date) was $47,950,343,613.

The number of shares outstanding of the Registrant's Common Stock as of March 5, 1993 was 1,305,469,709.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the Company's Annual Report to Share Owners for the year ended December 31, 1992, are incorporated by reference in Parts I, II and IV.

Portions of the Company's Proxy Statement for the Annual Meeting of Share Owners to be held on April 14, 1993, are incorporated by reference in Part III.

EXHIBIT 22.1

EXHIBIT 22.1

Subsidiaries of The Coca-Cola Company

As of December 31, 1992

	Organized Under Law of:	Percentages of Voting Power
The Coca-Cola Company	Delaware	
Subsidiaries consolidated, except as noted:		
Bottling Investments Corporation	Delaware	100
ACCBC Holding Company	Georgia	100
Carolina Coca-Cola Holding Company	Delaware	100
CRI Holdings, Inc.	Delaware	100
Caribbean Refrescos, Inc.	Delaware	100
Coca-Cola Financial Corporation	Delaware	100
Coca-Cola Interamerican Corporation	Delaware	100
Montevideo Refrescos, S.A.	Uruguay	55.53
INTI S.A. Industrial y Comercial	Argentina	64.17
Coca-Cola Overseas Parent Limited	Delaware	100
Coca-Cola Holdings (Overseas) Limited	Delaware and Australia	100
Coca-Cola Amatil Limited *	Australia	51.65
Amatil (Asia) Ltd.	Hong Kong	100
Coca-Cola Amatil Finance Pty Ltd.	Australia	100
Amatil Investments (Singapore) Pte Ltd.	Singapore	100
Amatil Beverages (NZ) Ltd.	New Zealand	100
Coca-Cola Bottlers (Wellington) Ltd.	New Zealand	100
CCA Snack Foods (Asia) Pte Ltd.	Singapore	100
CCA Snack Foods (M) Sdn Bhd	Malaysia	100
Evercrisp Trading Sdn Bhd	Malaysia	100
Island Bottlers of Fiji Ltd.	Fiji	100
Associated Nominees Pty Ltd.	Australia	100
Ecks (NSW) Pty Ltd.	Australia	100
CCA Snack Foods GmbH	Germany	100
CCA Snack Foods (Europe) BV	Netherlands	100
CC Amatil Europe BV	Netherlands	100
CCA Snack Foods Spa	Italy	100
CC Amatil Investments C.V.	Netherlands	A
CCA Beverages (Hungary) Kft	Hungary	100
CCA Praha Spol SRO	Czechoslovakia	100
Matila Insurance Pte Ltd.	Singapore	100
Matila Nominees Pty Ltd.	Australia	100
CCA Beverages (Aust) Ltd.	Australia	100
CCA Beverages (Brisbane) Ltd.	Australia	100
CCA Beverages (Sydney) Pty Ltd.	Australia	100
F & E Thomas Pty Ltd.	Australia	100
CCA Beverages (NQ) Pty Ltd.	Australia	100

*Temporary controlling interest, carried on equity method.

Subsidiaries of The Coca-Cola Company

As of December 31, 1992

continued from page 1

	Organized Under Law of:	Percentages of Voting Power	
Coca-Cola Amatil Limited (Continued)			
Amatil Getranke (Wien) GmbH	Austria	100	
Amatil Getranke (Dornbirn) GmbH	Austria	100	
Amatil Getranke (Klagenfurt) GmbH	Austria	100	
Amatil Getranke (Graz) GmbH	Austria	100	
Associated Products & Distribution Pty Ltd.	Australia	100	
CCA Snack Foods Pty Ltd.	Australia	100	
CCA Beverages Pty Ltd.	Australia	100	
CCA (PNG) Pty Ltd	Papua New Guinea	100	
Farm Produce Pty Ltd.	Australia	100	
C-C Bottlers Ltd.	Australia	96.4	B
CCA Beverages (Adelaide) Ltd.	Australia	100	
Geo Hall & Sons Ltd.	Australia	100	
Linlithgow Products (NZ) Ltd.	New Zealand	100	
Olympus Industries, Inc.	USA	85	
Coca-Cola Holdings NZ Ltd.	New Zealand	100	
Oasis Enterprises Ltd.	New Zealand	50	C
CCA Beverages NZ Ltd.	New Zealand	100	
P.T. Coca-Cola Tirtalina Bottling Company	Indonesia	49	
P.T. Coca-Cola Banyu Argo	Indonesia	80	
P.T. Coca-Cola Pan Java Bottling Company	Indonesia	49	
P.T. Coca-Cola Kendali Soto	Indonesia	80	

A) Partnership owned by CC Amatil Europe BV (50%) and Amatil Getranke (Wein) GmbH (50%).
B) CCA Beverages (Aust) Ltd. holds an additional 2.6%.
C) Linlithgow Products (NZ) Ltd. holds the remaining 50%.

Subsidiaries of The Coca-Cola Company

As of December 31, 1992

continued from page 2

	Organized Under Law of:	Percentages of Voting Power
The Coca-Cola Company (continued)		
CTI Holdings, Inc.	Delaware	100
3300 Riverside Drive Corporation	Delaware	100
55th & 5th Avenue Corporation	New York	100
The Coca-Cola Export Corporation	Delaware	100
Barlan, Inc.	Delaware	100
Coca-Cola Production S. A.	France	100
Varoise de Concentres S. A.	France	100
Coca-Cola Beverages S. A.	France	100
Refreshment Product Services, Inc.	Delaware	100
Coca-Cola Italia S.r.l.	Italy	100
Societa Bevande Meridionale - SOBEM S.r.l.	Italy	100
Coca-Cola Holdings (Nederland) B.V.	Netherlands	100
Coca-Cola Holdings (U.K.) Limited	United Kingdom	100
Beverage Products Limited	Delaware	100
S.A. Coca-Cola Beverages (1991) N.V.	Belgium	100
Coca-Cola S. A. Industrial, Comercial y Financiera	Argentina	100
Coca-Cola Industrias Limitada	Brazil	100
Recofarma Industria Quimica e Farmaceutica, LTDA.	Brazil	100
Coca-Cola Ltd.	Canada	100
Atlantic Industries Limited	Cayman Islands	100
Maksan Manisa Mesrubat Kutulama Sanyi A. S.	Turkey	100
Conco Limited	Cayman Islands	100
Coca-Cola de Colombia, S. A.	Colombia	100
Coca-Cola G.m.b.H.	Germany	100
Coca-Cola Erfrischungsgetranke G.m.b.H.	Germany	100
H. & J. Schmitz G.m.b.H. & Co. KG	Germany	80
International Beverages Ltd.	Ireland	100
Coca-Cola (Japan) Company, Limited	Japan	100
Coca-Cola Korea Company, LTD.	Korea	100
Coca-Cola Nigeria Limited	Nigeria	100
Coca-Cola Poland, LTD.	Poland	100
Minute Maid SA	Switzerland	100

Other subsidiaries whose combined size is not significant:

Eighteen domestic wholly-owned subsidiaries consolidated
Eighty foreign wholly-owned subsidiaries consolidated
Ten foreign majority-owned subsidiaries consolidated

The Coca-Cola Company

COCA-COLA PLAZA
ATLANTA, GEORGIA

LEGAL DIVISION

ADDRESS REPLY TO
P. O. DRAWER 1734
ATLANTA, GA. 30301
404 676-2121

OUR REFERENCE NO.

June 14, 1993

Catherine Garypie
Assistant Regional Counsel
Office of Regional Counsel
U.S. EPA
77 West Jackson CM-3T
Chicago, IL 60604

Re: Powell Road Landfill, Huber Heights, Ohio
Our Reference Number: 89527
Your Reference Number: CM-3T

Dear Ms. Garypie:

The purpose of this letter is to memorialize the discussion you and I had, and the agreements you and I reached, during our telephone conversation this afternoon.

The evidence currently in EPA's possession linking "Coca-Cola" to the referenced Landfill is a summary of waste hauler interviews provided to EPA by Waste Management, Inc., the owner of the site. You agreed that you would send me a copy of the pertinent portion of that summary. In addition, we agreed:

that the insurance policy information sought in Request 11 could be deferred as of this time, subject to a future request for those policies;

that the income tax information sought in Request 12 could be satisfied by submission of the Company's last three Annual Reports, subject to a future request for the actual income tax returns; and

that our response to Request 8 could be limited to only those hazardous substances which the Company disposed of or transported for disposal during the time period in question.

If I have misinterpreted any of our agreements, please let me know.

Thank you for your assistance.

Sincerely,

Michael J. Gilroy

Michael J. Gilroy
Senior Environmental Counsel

/mjg
[CCLTR3.DOT]